

6/17/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SHAD'S FOOD STORE, INC.

AUDIT NUMBER.....H97000009963

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF

Shad's Food Store, Inc.

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97 JUN 17 PM 3:58
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Shad's Food Store, Inc.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares of common stock with one dollar par value per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The stock so issued shall be fully paid and non-assessable.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is

16784 NE 2nd Avenue, North Miami Beach, FL. 33162

The Board of Directors may, from time to time, move the principal office to any other address within the State of Florida.

PREPARED BY: R. Golubski, CPA
1001 W. Cypress Creek Rd. Ste. 410
Ft. Lauderdale, FL. 33309-1931
Telephone (954) 491-8030

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ARTICLE VII. DIRECTORS

This corporation shall have not less than one directors.

ARTICLE VIII. INITIAL DIRECTORS

The names, titles and addresses of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Bassam M. Saleh	Pres/Dir.	16784 NE 2nd Avenue North Miami Beach, FL.

These Officers shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX. SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Bassam M. Saleh	16784 NE 2nd Avenue North Miami Beach, FL.	100 shares

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ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 16784 N.E. 2nd Avenue, North Miami Beach, FL. 33162

and the name of the initial Registered Agent of this Corporation is Bassam M. Saleh

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

ARTICLE XII. INSPECTION OF BOOKS AND RECORDS

The Board of Directors, from time to time, shall determine whether and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any other records of the Corporation, shall be open to inspection by the Stockholders, and no Stockholder shall have the right to inspect any account or document of the Corporation except as permitted by Statute, or Board of Directors, or by resolution of the Stockholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation, at Broward County, Florida, this 17th day of June 19 97 for the uses and purposes aforesaid.

Bassam M. Saleh (SEAL)
Bassam M. Saleh

____ (SEAL)

____ (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing was (x) Sworn to and Subscribed OR () Acknowledged before me this 17th day of June, 19 97 by Bassam M. Saleh, who is (x) personally known to me OR () who produced _____ as identification.

R. Golubski
R. Golubski, Notary Public



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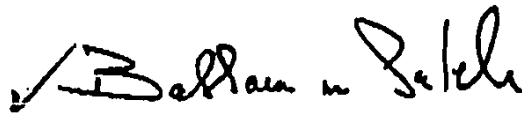
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

FIRST, that Shad's Food Store, Inc.
desiring to organize under the laws of Florida, with its principal office,
as indicated in the Articles of Incorporation, at the City of No. Miami Beach
Florida, hereby designates Bassam M. Saleh
as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby accept
to act in this capacity, and agree to comply with the provisions of said
Act relative to keeping open said office.



Bassam M. Saleh

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA