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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: A.T.K.2, INC.

AUDIT NUMBER.....H97000014948

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

CERT. OF STATUS..0

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4. 08/10/1997

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ARTICLES OF INCORPORATION

OF

A.T.K. 2, INC.

ABDULRAOUF ALTURKISTANI, the undersigned to these Articles of Incorporation, who is a natural person, competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation will be A.T.K. 2, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes: selling of grocery products service business and for any other purpose or purposes allowed under the laws of the State of Florida, and the laws of the United States.

ARTICLE III

TERM OF EXISTENCE

This corporation will exist perpetually.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

The initial street address and the principal office of this corporation is 3309 Old Dixie Highway, Riviera Beach, FL 33404. The Board of Directors may from time to time move the principal office to any other address.

RICHARD J. MONESCALCHI, P.A.
ATTORNEY AT LAW
WEST LAKE OFFICE MEDICAL CENTER
6664 LAKE WORTH ROAD, SUITE 203
LAKE WORTH, FLORIDA 33467

Bar No. 386812
(561) 968-7877

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ARTICLE V

DIRECTORS

This corporation will have two (2) directors initially. The number of directors may be increased or diminished from time to time in accordance with the procedure specified in the corporation's By-Laws. The number of directors will never be fewer than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Abdulraouf Alturkustani President & treasurer	1138 Hatteras Circle West Palm Beach, FL 33413
Khaled Turkustani Vice-President & secretary	1140 Hatteras Circle West Palm Beach, FL 33413

ARTICLE VI

INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Abdulraouf Alturkustani	1138 Hatteras Circle West Palm Beach, FL 33413

ARTICLE VII


REGISTERED AGENT

The initial designation of the registered office of this corporation will be at 6407 Dockside Circle, Greenacres, FL 33463, and the Registered Agent will be Andrew Jackson.

Pursuant to Florida Statutes, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity and agree to comply with all the provisions of said Statutes relative to the proper and complete performance of my duties.

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ANDREW JACKSON

ARTICLE VIII

CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of stock at ONE AND NO/100 (\$1.00) DOLLAR par value, which stock will be designated in "common shares."

ARTICLE IX

CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election will have the right to cumulate his votes, by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate at the meetings of the Board of Directors as provided by law, by means of a conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means will constitute presence in person at the meeting.

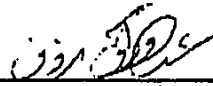
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ARTICLE XI
AMENDMENTS

.These Articles of Incorporation may be amended in the manner as provided by law.
The corporation reserves the right to amend or repeal any provisions contained herein or
any amendment hereto.

IN WITNESS WHEREOF, I, the Incorporator of the above named corporation, have
set my hand and seal this 8 day of September 1997.



ABDULRAOUF ALTURKISTANI

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the
State and County last aforesaid to take acknowledgments, personally appeared
ABDULRAOUF ALTURKUSTANI, known to me to be the person described as an
incorporator in, and who executed the foregoing Articles of Incorporation and that he
acknowledged before me that he subscribed to these Articles of Incorporation.

8 WITNESS my hand and official seal in the State and County last aforesaid this
day of September 1997.

My Commission Expires:



Notary Public



Richard J. Montecalcio
MY COMMISSION # 06835130 EXPIRES
April 1, 2001
BONDED THRU TROY FARM INSURANCE, INC.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: A.T.K. 2, INC.
2. The name and address of the registered agent and office is: Andrew Jackson, 6407 Dockside Circle, Greenacres, FL 33463.

SIGNATURE:  (Corporate officer)

TITLE: president

DATE: 9-8-1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

DATE: 9-8-1997

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