

P97000083373

SEP-25-1997 17:08

EMPIRE CORPORATE KIT

P.02/04

S

90:31 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000015837 2)))

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: METROPOLITAN WHOLESALE GROCERS, INC.

AUDIT NUMBER.....H97000015837

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:09:41

FILED

97 SEP 26 AM 9:09

STATE
TALLAHASSEE, FLORIDA

910 9/26/97

SEP-25-1997 17:07

EMPIRE CORPORATE KIT

P.01/04



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 24, 1997

EMPIRE

SUBJECT: METROPOLITAN WHOLESALE GROCERS, INC.
REF: W97000021946

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: 897000015837
Letter Number: 597A00047312

EMPIRE

ARTICLES OF INCORPORATION
OFMETROPOLITAN WHOLESALE GROCERS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

METROPOLITAN WHOLESALE GROCERS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: SUITE 305

1550 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLA. 33179

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

GENE S. ROSEN, ESQ.
SUITE 305
1550 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLA. 33179

ARTICLE V INCORPORATOR

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

GENE S. ROSEN
SUITE 305
1550 N.E. MIAMI GARDENS DRIVE
NORTH MIAMI BEACH, FLA. 33179

The undersigned has executed these Articles of Incorporation this
24 day of SEPTEMBER, 1997

Gene S. Rosen
GENE S. ROSEN, Incorporator

Prepared By:
GENE S. ROSEN
Suite 305
1550 N.E. Miami Gardens Drive
North Miami Beach, Florida 33179
Florida Bar #175752
Telephone: 949-2113

497000015837

FILED
97 SEP 26 AM 9:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

H97000015837

**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 designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
METRO POLTAN WHOLESALE GROCERS, INC.
2. The name and address of the registered agent and office is:

GENE S. ROSEN
(NAME)

SUITE 305, 1550 N.E. MIAMI GARDENS DRIVE
(P.O. BOX NOT ACCEPTABLE)

NORTH MIAMI BEACH, FLA. 33179
(CITY/STATE/ZIP)

SIGNATURE John M. Rosen
(Corporate Officer)

TITLE VICE - PRESIDENT

DATE SEPTEMBER 24, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED 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 Gene S. Rosen

DATE SEPTEMBER 25, 1997

FILED
SEP 26 AM 9:09
TALLAHASSEE, FLORIDA

H97000015837