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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: EL CAIRO SUPERMARKET & CAFETERIA, INC.

AUDIT NUMBER.....H97000017790

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

CERT. OF STATUS..0

PAGES.....

7

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44970000017790 ARTICLES OF INCORPORATION

(7)

EL CAPIRO SUPERMARKET & CAFETERIA, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: EL CAPIRO SUPERMARKET & CAFETERIA, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from assessment.

Prepared by:

Carlos C. Lopez-Aguilar, P.A.  
Florida Bar No. 206393  
2300 Coral Way, Suite 100  
Miami, Fl 33145. (305) 566-7777

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ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS AND NO/100 (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: 324 S.W. 12th Avenue, Miami, Florida 33134. The board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered address of the corporation is 2300 Coral Way, Miami, Florida 33145.

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ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than six directors. A quorum for the holding of a meeting which shall be properly done by the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
NORA L. JAY	President and Secretary	10461 S.W. 64th Street Miami, FL 33173

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

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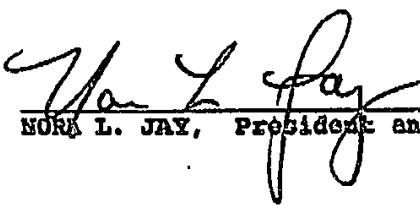
NAME	ADDRESS	NUMBER OF SHARES
NORA L. JAY	324 S.W. 12th Avenue Miami, Florida 33135	1008

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 22 day of October, 1997.

EL CAIRO SUPERMARKET AND CAFETERIA, INC.

  
\_\_\_\_\_  
NORA L. JAY, President and Secretary (SEAL)

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LAW OFFICES

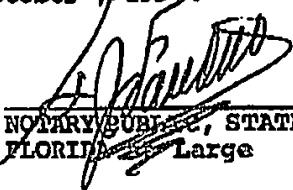
CARLOS C. LOPEZ - AGUAN, P.A. - CANTELOP BUILDING - 2900 CORAL WAY - SUITE 100 - MIAMI, FLORIDA 33145  
TELEPHONE (305) 856-7777 - FACSIMILE (305) 856-9977

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STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, personally appeared NORA L. JAY, as President and Secretary of EL CAIRO SUPERMARKET AND CAFETERIA, INC., to me known to be the person described in and who provided Florida Drivers License as identification: DL# J000-632-59-801-0

and, who executed the foregoing Articles of Incorporation acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at City of Miami, County of Dade, State of Florida, this 22 day of October, 1997.

  
NOTARY PUBLIC, STATE OF  
FLORIDA Large

My Commission Expires:



A. J. FANDINO  
My Comm. Exp. 9/24/99  
Routed by Service Inv.  
No. CC 423482  
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LAW OFFICES  
CARLOS C. LOPEZ - AGUAN, P.A. - CANTERO BUILDING - 2300 CORAL WAY - SUITE 100 - MIAMI, FLORIDA 33145  
TELEPHONE (305) 638-7777 - FACSIMILE (305) 638-9977

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

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

That, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Miami, County of DADE, State of FLORIDA, has named FLORIDA ANNUAL REPORT SERVICES, INC., a Florida corporation located at 2300 Coral Way Suite 200, Miami, Florida 33145, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT BY DESIGNATED AGENT**

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.

FLORIDA ANNUAL REPORT SERVICES, INC.  
By *Amada*  
AMADA CANTERA LOPEZ,  
PRESIDENT

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LAW OFFICES  
CARLOS C. LOPEZ-AGUAR, P.A. • CANTELLO BUILDING • 2300 CORAL WAY • SUITE 100 • MIAMI, FLORIDA 33145  
TELEPHONE (305) 855-7777 • FAX/FACSIMILE (305) 855-9977