

10/27/1997 13:28 3058954616

1040 ITS., INC.

PAGE 01

097000092196

10/27/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:59 P

((H97000017832 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: 1040 I.T.S., INC.
CONTACT: HENRY PADILLO
PHONE: (305)895-3022

ACCT#: 110226002335

FAX #: (305)895-4616

NAME: ROZE WHOLESALE & RETAIL ENTERPRISES, INC.

AUDIT NUMBER.....H97000017832

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

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

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

FILED
97 OCT 27 PM 4:00
TALLAHASSEE, FLORIDA

OCT 28 1997

H97000017832 1

ARTICLES OF INCORPORATION
of
Roze Wholesale & Retail Enterprises, Inc.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation shall be: *Roze Wholesale & Retail Enterprises, Inc.*

ARTICLE II
DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to the law.

ARTICLE III
PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

- (a) *Retail/Wholesale/Import/Export all type of Grocery and Food Supplies, Merchandise and Accessories.*

ARTICLE IV
PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is:
430 N.W. 135th Street North Miami, Florida 33168.

ARTICLE V
SHARES

The total number of shares which the corporation shall have authority to issue is 500 shares with a par value of \$1.00 per share.

Prepared by:
1040 ITS, Inc.
by: Henry Padilla
12490 NE 7th Ave, Suite 217
North Miami, FL 33161
Office 305-895-3022
Fax 305-895-4616

H97000017832 1

FILED
97 OCT 27 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000017832 1

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

**Bangali Toure
430 N.W. 135th Street
Dade County
North Miami, Florida 33168.**

**ARTICLE VII
DIRECTORS**

The number of directors of this corporation shall not be less than one (1), the number of directors may be increased from time to time by the by-laws.

The names and residence addresses of the initial Board of Directors of this corporation are:

**Bangali Toure
430 N.W. 135th Street
North Miami, Florida 33168.**

**Rozila Robillard
430 N.W. 135th Street
North Miami, Florida 33168.**

**ARTICLE VIII
INCORPORATORS**

The names and residence addresses of the incorporators of this corporation are:

**Bangali Toure
430 N.W. 135th Street
North Miami, Florida 33168.**

**Rozila Robillard
430 N.W. 135th Street
North Miami, Florida 33168.**

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

H97000017832 1

H97000017832 1

ARTICLE IX LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE X OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

H97000017832 1

H97000017832 1

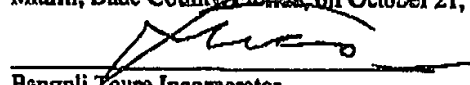
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

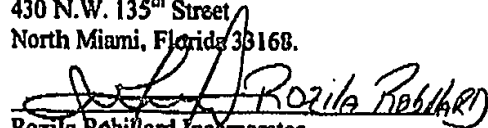
**ARTICLE XI
INDEMNITY**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at Miami, Dade County, Florida, on October 21, 1997.

(SEAL)

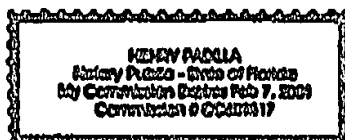

Bangali Toure Incorporator
430 N.W. 135th Street
North Miami, Florida 33168.


Rozila Robillard Incorporator
430 N.W. 135th Street
North Miami, Florida 33168.

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officers, duly authorized to take oaths and acknowledgments under the laws of the State of Florida, Bangali Toure and Rozila Robillard, to be known to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this October 21, 1997.




Notary Public of the State of Florida
My Commission Expires: 02-07-2001

H97000017832 1

H97000017832 1

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

Pursuance to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the law of The State of Florida, Submits the following statement in designating the Registered Office/ Registered Agent, in The State of Florida.

The name of the corporation is: Roze Wholesale & Retail Enterprises, Inc.

The Name and address of the registered agent and office is:

Bangall Toure
430 N.W. 135th Street
Dade County
North Miami, Florida 33168.

Having Been named as registered agent and to accept service of 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 positions as registered agent.


(Registered Agent Signature)
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

H97000017832 1