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LOUIS J. ALFONSO
Member FL & NJ Bars

LAW OFFICES

LOUIS J. ALFONSO & ASSOCIATES
E-MAIL: LJALAW@AOL.COM

7300 West Camino Real
Suite 107
Boca Raton, FL 33433
(561) 391-2611
Fax 391-1317

3401 S. Highway One
Suite 102
Jupiter, Florida 33469
(561) 745-9788

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Boca office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/17/97

ARTICLES OF INCORPORATION

The undersigned subscribing to these Articles of Incorporation, a natural person over the age of 18 years, competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida:

ARTICLE 1, Name. The name of the corporation is:
A & S FOOD AND BEVERAGE, INC.

ARTICLE 2, Nature of Business: The nature and purpose of this corporation is to engage in any legal activities permitted in the State of Florida including operation of convenience store and related activities.

ARTICLE 3, Term of Existence: The term of existence of the corporation shall be perpetual.

ARTICLE 4, Aggregate number and type of shares of stock which this corporation shall have authority to issue: This corporation shall have authority to issue One Thousand (1000) shares of no par value stock.

ARTICLE 5, Preemptive Rights: Corporate Shareholders shall have preemptive rights to purchase additional corporate shares.

ARTICLE 6, Initial Post Office Address of Principal Office: The initial post office address of the principal corporate office is: Jacobelli Plaza, 125 Del Prado North, Cape Coral, Florida 33990.

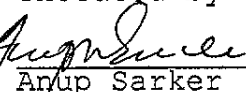
ARTICLE 7, Initial Registered Office and Agent: The initial Registered Agent and initial street address of the initial registered office of the corporation is: Mohammed Abdul Mumin, Jacobelli Plaza, 125 Del Prado North Cape Coral, Florida 33990.

ARTICLE 8, Number of Directors. The number of directors of this corporation shall be four. The initial directors are: Anup Sarker, Anjana Sarker, Mohammed Abdul Mumin and Shahana Mumin, all having an address at Jacobelli Plaza, 125 Del Prado North, Cape Coral, Florida 33990.

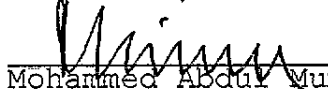
ARTICLE 9, Name and address of each incorporator/subscriber are: Anup Sarker, Shahana Mumin and Mohammed Abdul Mumin, all having an address at: Jacobelli Plaza, 125 Del Prado North, Cape Coral, Florida 33990.

ARTICLE 10, Initial Capitalization of this corporation is \$1,000.00.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the subscribers this day of November, 1997.


Anup Sarker

SHAHANA MUMIN
Shahana Mumin


Mohammed Abdul Mumin

11-4-97

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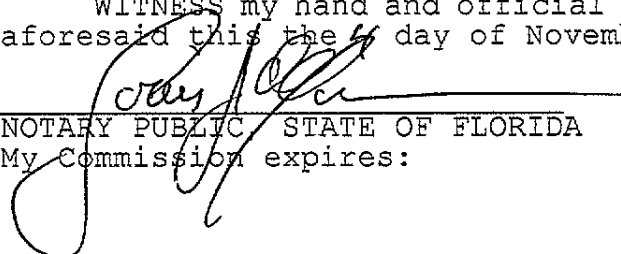
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STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Anup Sarker, Shahana Mumin and Mohammed Abdul Mumin, who produced their Florida driver license as identification, and to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this the 4 day of November, 1997.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission expires:

FL D/L AS- S-626-011-54054-0
MM- M-550-54166084-0
SM- M-550-780-7254-0




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

Pursuant to and in compliance with Chapter 48.091, Florida
Statutes, and the law in such case made and provided,

That whereas A & S FOOD AND BEVERAGE, INC., desiring to
organize under the laws of the State of Florida with its registered
office, as indicated on the Articles of Incorporation at the City
of Cape Coral, County of Lee, Florida, has named Mohammed Abdul
Mumin, whose address is Jacobelli Plaza, 125 Del Prado North, Cape
Coral, Florida 33990 as its agent to accept service of process
within the State,

The undersigned, having been thus named to accept service of
process for the above state corporation at the place designated in
the certificate does hereby accept such designation and does hereby
agree to comply with the provisions of said law relative to keeping
open said office.



Mohammed Abdul Mumin
11-4-97

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