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11/26/97

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: REYES GROCERIES, INC.

AUDIT NUMBER.....H97000019660

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

CERT. OF STATUS..0

PAGES.....3

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 26, 1997

EMPIRE

SUBJECT: REYES GROCERIES, INC.
REF: W97000026659

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.

You must list the corporation's principal office and/or a mailing address in the document.

Article 6 states there will be 1 director(s), whereas 2 is/are listed.

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

Becky McKnight
Document Specialist

FAX Aud. #: H97000019660
Letter Number: 297A00056526

Please note
Article V
mention RA Address
& Principal Office

H97000019660

**ARTICLES OF INCORPORATION
OF
REYES GROCERIES, INC.**

The undersigned acting as incorporation of a Corporation, pursuant to chapter 607, Florida Statutes adopt the following Articles of Incorporation

ARTICLE I- NAME

*The name of this Corporation is **REYES GROCERIES, INC.***

ARTICLE II- DURATION

This Corporation shall have perpetual existence commencing of the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity of business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue and have outstanding at any time and aggregate number of share of 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

*The name and street address of the initial registered office of this Corporation is **RAMON REYES GONZALEZ**
1872 Miami Drive, North Miami Beach, Fl 33162*

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Director may be increased or decreased from time to time by the by-laws but shall never be less than (1). The names and address of the initial.

Directors are:

RAMON REYES GONZALEZ
President & Treasurer

1782 MIAMI DRIVE, NORTH MIAMI BEACH, FL 33162

ESCOLASTICA REYES
Vice-President & Secretary

4200 WEST 18 LANE, HIALEAH FL 33012

BERTHA ROSARIO
BS & BR SERVICES, INC.
16300 N.E. 19 AVE. # 237
N. MIAMI BCH., FL 33162
(305) 945-7686

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ARTICLES VII-LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former officer or Director, to the full extends permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the Sale for cash of any new Stock of this Corporation of the same kind, class or series as that he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance shares) at price at which it is offered to others.

ARTICLE X-INCORPORATION

The person signing these articles is RAMON REYES GONZALEZ, 1872 Miami Drive, North Miami Beach, Florida 33162.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provision of the Florida General Corporation Act.

ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provision of sections 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designation the register office/agent, in the State of Florida.

REYES GROCERIES, INC., Florida Corporation organized under the laws of the State of Florida has named: RAMON REYES GONZALEZ, at 1872 Miami Drive, North Miami Beach, Dade County State of Florida 33162, as its agent to accept service of process within this State.

Ramon Reyes
RAMON REYES GONZALES

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR REYES GROCERIES INC., 1872 MIAMI DRIVE, NORTH MIAMI BEACH, FL 33162, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/ HER DUTIES.

DATED : this 25th DAY OF NOVEMBER, 1997

Ramon Reyes
RAMON REYES GONZALEZ

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