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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1

(Corporation Name)

Gerardo's Marketplace Inc.

(Document #)

2

(Corporation Name)

(Document #)

500002389725

-01/05/98-01054-017

3

(Corporation Name)

(Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

FILED RECEIVED
98 JAN -5 PM 4:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
FOR
GERARDO'S MARKETPLACE, INC.

FILED
98 JAN -5 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME. The name of the corporation shall be GERARDO'S MARKETPLACE, INC.

ARTICLE II

PLACE OF BUSINESS. The principal place of business and the mailing address of this corporation shall be:

17635 SW 20th St
Miramar, FL 33029

ARTICLE III

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

ARTICLE IV

PURPOSES. The general purposes for which the corporation is organized are the following:

- (a) To sell gourmet foods, beverages, and other foods and products to the public
- (b) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Counsel Corporation Act. No other purpose limits this general purpose in any way; and
- (c) To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

GERARDO'S MARKETPLACE, INC.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS. The directors shall be elected pursuant to the By-Laws of the Corporation. The number of directors of the Corporation shall be as set forth in the By-Laws of the Corporation.

ARTICLE VI

CORPORATE POWERS. The corporate powers shall be as set forth in the Florida Statutes, as amended.

ARTICLE VII

REGISTERED AGENT AND ADDRESS. The address of the corporation's registered office and the name of its registered agent is Phillip B. Rarick, Esq., 7850 N.W. 146th St., Ste. 502, Miami Lakes, FL 33016.

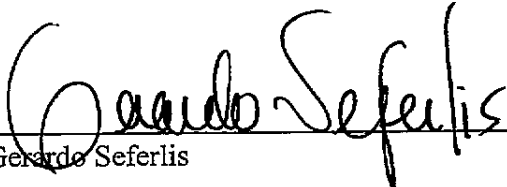
ARTICLE VIII

INCORPORATORS. The name and address of the incorporator for these Articles of Incorporation is:

Gerardo Seferlis
17635 SW 20th St
Miramar, FL 33029

The undersigned has executed these Articles of Incorporation this December 19, 1997.

Signature of the Incorporator:


Gerardo Seferlis

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

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

The name of the Corporation is GERARDO'S MARKETPLACE, INC..

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

Phillip B. Rarick, Esq.
7850 N.W. 146th St., Ste. 502
Miami Lakes, FL 33016

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.


PHILLIP B. RARICK

DATE: December 19, 1997

FILED
98 JAN -5 PM 4: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA