

P98000005840

SOULE, LEAL & ASSOCIATES, P.A.

JAMES L. SOULE *
ELIANA M. LEAL *
ELISE GROSS, LL.M. **,
ANDREA R. GUNDERSEN

7515 WEST OAKLAND PARK BOULEVARD, SUITE 103
FORT LAUDERDALE, FLORIDA 33319
TEL: (954) 572-2121 • FAX: (954) 572-2125
TOLL FREE: 1-888-572-2121

EDITH E. KILSBY †
BONNIE H. LURER †
KAREN VERNA *
CAROL WHITFORD †

* MEMBER OF THE FEDERAL BAR
** MEMBER OF THE NEW YORK BAR

† LEGAL ASSISTANT
* CERTIFIED LEGAL ASSISTANT

January 15, 1998

000002404300--2

-01/20/98--01030--002

*****78.75 *****78.75

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Green Grocer Foods, Inc.

To Whom It May Concern:

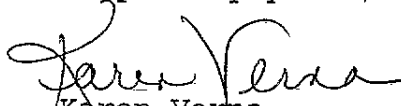
Enclosed please find the following:

1. Original Articles of Incorporation;
2. Certificate of Designation of Registered Agent; and
3. Copy of Articles of Incorporation;
4. Transmittal Letter; and
5. Check for \$78.75 for the filing fee.

Please see the Articles for the effective date.

If you have any questions, please do not hesitate to contact the undersigned should you have any questions.

Very truly yours,

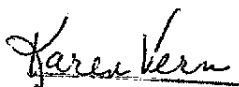

Karen Verna
Certified Legal Assistant

enclosure

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

98 JAN 20 PM 3:26

FILED


GAVE
AUTHORIZATION BY PHONE TO
CORRECT add article VIII
DATE 1-20-98
DOC. EXAM BB

- stating # of shares 100
per value 1.00 per share

10B 1-20-98

ARTICLES OF INCORPORATION

FILED

of

GREEN GROCER FOODS, INC.

98 JAN 20 PM 3:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of the corporation is: GREEN GROCER FOODS, Inc.

Article II

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date of execution and acknowledgement of these articles.

Article III

The general nature of the business and the objects and purposes to be transacted and carried on are any legal things allowed and permitted to be done by corporations under the laws of the State of Florida.

Article IV

This shall be a for profit corporation with the directors elected in a manner to be specified in the bylaws.

Article V

The street address of the initial registered office of this corporation is 7515 W. Oakland Park Blvd., Suite 103, Ft Lauderdale, Florida 33319, and the name of the initial registered agent of this corporation at that address is James L. Soule.

Article VI

The name of the person signing these articles is: PATCHARIN KHANGRANG 7515 W. Oakland Park Blvd., Suite 103, Ft Lauderdale, FL. 33319.

Article VII

The principle place of business and mailing address will be 8451 W. Oakland Park Blvd., SUNRISE, FL. 33323.

Article VIII

The number of shares that this corporation is authorized to have outstanding at any one time is 100 shares with a \$1.00 par value.

IN WITNESS WHEREOF, the undersigned subscriber
has executed these Articles of Incorporation, this 9th day of
JANUARY, 1998.



PATCHARIN KHANGRANG

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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.

1. The name of the corporation is: GREEN GROCER FOODS, INC.

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

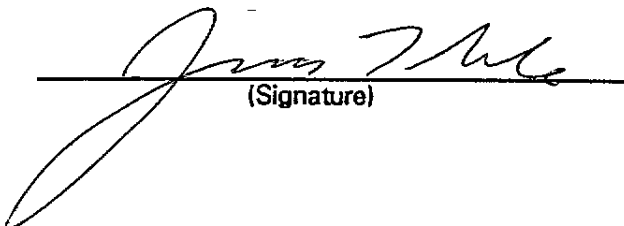
JAMES L. SOULE
(Name)

7515 W. CAKLAND PARK BLVD
(P.O. Box not acceptable)

FT LAUDERDALE, FL 33319
(City/State/Zip)

FILED
98 JAN 20 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(Signature)