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TALLAHASSEE FLORIDA

1/22/98

FLORIDA DIVISION OF CORPORATIONS
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(((H98000001424 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: YOLANDA M. CARRENO, INC.
CONTACT: YOLANDA CARRENO
PHONE: (305)554-4032

EFFECTIVE DATE
1-20-98

ACCT#: 072056002466

FAX #: (305)227-9813

NAME: JULIES GROCERY II, CORP.

AUDIT NUMBER.....H98000001424

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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B. McKnight JAN 22 1998

FAX AUDIT NO. H98000001424 4EFFECTIVE DATE
1-20-98ARTICLES OF INCORPORATION
OF
JULIES GROCERY II, CORP.98 JAN 22 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Status of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: JULIES GROCERY II, CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgment of these Articles on the 20th of January, 1998

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a) Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.
- b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature, and description wheresoever located, both

tangible and intangible, and including those in action, either as owner, broker, agent or factor.

c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs, and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock, at no par value which shall be designated as "common Stock".

FAX AUDIT NO. H9800000142A 4ARTICLE VI - PREPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of tractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is: 946 N. W. 7th Avenue, Miami, Fl 33136 and the name of the initial registered agent of this corporation at that address is: RAYMUNDO HERNANDEZ

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) initial. The number of director(s) may be either increased or diminished from time to time by the bylaws. The name(s) and address(es) of the initial director(s) of this corporation until the first annual meeting of shareholder(s) or until their successor(s) are elected and shall qualify is (are):

<u>NAME</u>	<u>ADDRESS</u>	
RAYMUNDO HERNANDEZ	1840 N. W. 3rd Street Miami, Fl. 33125	PRESIDENT & DIRECTOR
HAYDEE HERNANDEZ	1840 N. W. 3rd Street Miami, Fl. 33125	SECRETARY & DIRECTOR

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles is (are):

<u>NAME</u>	<u>ADDRESS</u>	
RAYMUNDO HERNANDEZ	1840 N. W. 3rd Street Miami, Fl. 33125	250 SHARES
HAYDEE HERNANDEZ	1840 N. W. 3rd Street Miami, Fl. 33125	250 SHARES



ARTICLE X - AMENDMENTS

This corporation reserves the right to mend re repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is (are) subject to this reservation.

ARTICLE XI - MAILING ADDRESS

The principal office and mailing address of this corporation is: 946 N W 7th Avenue, Miami, Fl. 33136

IN WITNESS WHEREOF, the undersigned has (have) executed these Articles of Incorporation this 20th day of January, 19 98.


RAYMUNDO HERNANDEZ

HAYDEE HERNANDEZ

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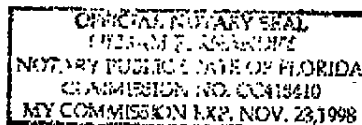
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) S.S.

BEFORE ME, a Notary Public authorized to take know-
ledgments in the state and county set forth above, personally
appeared: RAYMUNDO HERNANDEZ and HADYDEE HERNANDEZ
known to me and known to me to be the person(s) who executed
the foregoing Articles of Incorporation, and they acknowl-
ged before me that they executed those Articles of Incorpora-
tion.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the state and county aforesaid, this
20th day of January, 19 98.



William Hernandez

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR:
JULIES GROCERY II, CORP., AT THE PLACE
DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

DATE: January 20th, 1998

Raymundo P. Hernandez
RESIDENT AGENT
RAYMUNDO HERNANDEZ

Yolanda M. Carreno, Inc.
12260 S.W. 8th St. #110
Miami, FL 33184
Phone (305) 554-4032

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