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TO: DIVISION OF CORPORATIONS

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FROM: CHERRY & SPENCER, P.A.
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NAME: CHERRY HILL MINI MARKET, INC.
AUDIT NUMBER.....H98000001563
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHERRY HILL MINI MARKET, INC.

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is Cherry Hill Mini Market, Inc. and its principal business address of 970 West 36th Street, #1, Riviera Beach, Florida, 33404.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

Prepared By:

Richard T. Davis, Esquire
Cameron & Davis, P.A.
One Clearlake Centre, Suite 1601
West Palm Beach, FL 33401-5016
Florida Bar No.: 362239

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ARTICLE IV
Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Cameron & Davis, P.A., One Clearlake Centre, Suite 1601, 250 Australian Avenue South, West Palm Beach, Florida, 33401-5016 and the name of the initial registered agent of this corporation at the address is Richard T. Davis, Esquire.

ARTICLE VI

Incorporators

The name and address of the person signing these articles is: Richard T. Davis, Esquire, One Clearlake Centre, Suite 1601, 250 Australian Avenue South, Florida, 33401-5016.

ARTICLE VII

Directors

The name and address of the initial directors of this corporation are:

Octavia Bell 970 West 36th Street, #1
Riviera Beach, Florida 33404

Nicole Miller 1541 Balfour Point Drive, Apt. C
West Palm Beach, Florida 33411

ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

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ARTICLE IX

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive or any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE X

Amendment

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

ARTICLE XI

Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of

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Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of January, 1998.

Richard T. Davis

Richard T. Davis, Esquire

STATE OF FLORIDA

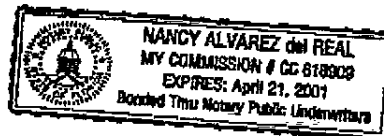
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Octavia Bell, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County of aforesaid, this 21st day of January, 1998.

Nancy Alvarez del Real

Notary Public
My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Richard Davis

DATE

1/21/98

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