

P98000009929

JANUARY 27, 1998

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
P.O. Box 6327
TALLAHASSEE, FL 32301

RE: FOOD BAZAAR, INC.

GENTLEMEN:

ENCLOSED FOR FILING ARE THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION OF
FOOD BAZAAR, INC.

ALSO ENCLOSED IS MY CHECK IN THE AMOUNT OF \$122.50 TO COVER THE COST OF FILING AND ONE
CERTIFIED COPY.

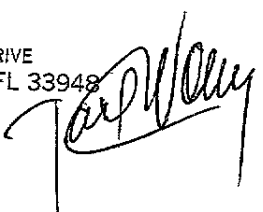
PLEASE RETURN THE CERTIFIED COPY TO THE UNDERSIGNED.

THANK YOU FOR YOUR TIME AND ATTENTION.

SINCERELY,

KARL WENY
2253 BENDWAY DRIVE
PORT CHARLOTTE, FL 33948

ENCLOSURES



400002416164-4
-01/29/98-01076-010-4
****122.50 ****122.50

FILED
98 JAN 29 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB FEB 2 1998

ARTICLES OF INCORPORATION

OF

FOOD BAZAAR, INC.

THE UNDERSIGNED SUBSCRIBED, KARL WENY, A NATURAL PERSON COMPETENT TO CONTRACT, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

ARTICLE ONE. NAME.

THE NAME OF THE CORPORATION IS, FOOD BAZAAR, INC., ADDRESS OF THE CORPORATION IS 2253 BENDWAY
PORT CHARLOTTE, FLORIDA 33948.

FILED
98 JAN 29 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE TWO. NATURE OF BUSINESS.

THE GENERAL BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS:

1. TO ESTABLISH, PURCHASE, LEASE AS LESSEE, OR OTHERWISE ACQUIRE, TO OWN, OPERATE, AND MAINTAIN, AND TO SELL, MORTGAGE, DEED IN TRUST, LEASE AS LESSOR, AND OTHERWISE DISPOSE OF RETAIL STORES OR DEPARTMENT THEREIN; TO BUY, SELL, TRADE MANUFACTURE, DEAL IN, AND DEAL WITH GOODS, WARES, AND MERCHANDISE OF EVERY KIND AND NATURE, AND TO CARRY ON SUCH BUSINESS AS WHOLESALERS, RETAILER, IMPORTER, AND EXPORTER; TO ACQUIRE ALL SUCH MERCHANDISE, SUPPLIES, MATERIALS, AND OTHER ARTICLES THAT SHALL BE NECESSARY OR INCIDENTAL TO SUCH BUSINESS; AND TO HAVE ANY AND ALL POWERS ABOVE SET FORTH AS FULLY AS A NATURAL PERSON, WHETHER AS PRINCIPAL, AGENT, TRUSTEE, OR OTHERWISE.
2. TO PURCHASE, TO RECEIVE BY WAY OF GIFT, SUBSCRIBE FOR, INVEST IN AND IN ALL OTHER WAYS, ACQUIRE, IMPORT, LEASE, POSSESS, MAINTAIN, HANDLE ON CONSIGNMENT, OWN, HOLD FOR INVESTMENT OR OTHERWISE, ENJOY, EXERCISE, OPERATE, MANAGE, CONDUCT, PERFORM, MAKE, BORROW, GUARANTEE, CONTRACT IN RESPECT OF, TRADE AND DEAL IN, SELL, EXCHANGE, LET, LEND, EXPORT, MORTGAGE, PLEDGE, DEED IN TRUST, HYPOTHECATE, ENCUMBER, TRANSFER, ASSIGN AND IN ALL WAYS DISPOSE OF, DESIGN, DEVELOP, INVENT, IMPROVE, EQUIP, REPAIR, ALTER, FABRICATE, ASSEMBLE, BUILD, CONSTRUCT, OPERATE, MANUFACTURE, PLANT, CULTIVATE, PRODUCE, MARKET, AND IN ALL WAYS DEAL IN AND WITH PROPERTY OF EVERY KIND AND CHARACTER, REAL, PERSONAL, OR MIXED, TANGIBLE OR INTANGIBLE, WHEREVER SITUATED AND HOWEVER HELD, INCLUDING, BUT NOT LIMITED TO, MONEY, CREDIT, CHOSES IN ACTION, SECURITIES, STOCKS, BONDS, WARRANTS, SCRIPT, CERTIFICATES, DEBENTURES, MORTGAGES, NOTES, COMMERCIAL PAPER AND OTHER OBLIGATIONS AND EVIDENCES OF INTEREST IN OR INDEBTNESS OF ANY PERSON, FIRM, OR CORPORATION, FOREIGN OR DOMESTIC, OR OF ANY GOVERNMENT OR SUBDIVISION OR AGENCY THEREOF, DOCUMENTS OF TITLE, AND ACCOMPANYING RIGHTS, AND EVERY OTHER KIND AND CHARACTER OF PERSONAL PROPERTY, REAL PROPERTY, AND THE PRODUCTS AND AVIALS THEREOF, AND EVERY CHARACTER OF INTEREST THEREIN AND APPURTENANCE THERETO.

ARTICLE THREE. CAPITAL STOCK.

THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS 100, WHICH SHALL BE COMMON STOCK AT A PAR VALUE OF \$.10 EACH.

NO STOCK OF THIS CORPORATION SHALL BE ISSUED OR TRANSFERRED TO ANY PERSON WHO IS NOT AN OFFICER OR DIRECTOR OF THIS CORPORATION, EXCEPT WITH THE CONSENT OF THE BOARD OF DIRECTORS EVIDENCED BY A RESOLUTION DULY PASSED AT A REGULAR MEETING OF THE BOARD, OR AT A SPECIAL MEETING CALLED FOR THAT PURPOSE. EVERY SHAREHOLDER WHO DESIRES TO SELL STOCK, AND ANY SHAREHOLDER WHO FOR ANY REASON SHALL CEASE TO BE AN OFFICER OR DIRECTOR, HIS PERSONAL REPRESENTATIVES, LEGATEES, OR ASSIGNS, SHALL BE REQUIRED IN WRITING TO SEE THE BOARD OF DIRECTORS, THE NUMBER OF SHARES OF THE CAPITAL STOCK HELD BY HIM, AND THE PRICE PER SHARE TO BE DETERMINED BY THE MUTUAL AGREEMENT OF THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVE, LEGATEES, OR ASSIGNS, AND THE BOARD OF DIRECTORS; BUT IN THE EVENT THAT THE BOARD OF DIRECTORS ARE UNABLE TO AGREE ON THE PRICE PER SHARE, THE DETERMINATION OF THE PRICE PER SHARE SHALL BE REFERRED TO THE DECISION OF THREE DISINTERESTED PERSONS, ONE TO BE CHOSEN BY THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVES, LEGATEES, OR ASSIGNS, ONE TO BE CHOSEN BY THE BOARD OF DIRECTORS, EXCLUSIVE OF THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVE, LEGATEES, OR ASSIGNS, AND THE THIRD BY THE TWO ARBITRATORS SO CHOSEN; AND IF EITHER THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVES, LEGATEES, OR ASSIGNS, OR THE BOARD OF DIRECTORS EXCLUSIVE OF THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVES, LEGATEES, OR ASSIGNS, SHALL FOR MORE THAN SIXTY DAYS NEGLECT OR REFUSE TO CHOOSE AN ARBITRATOR AFTER DISPUTE AS TO THE PRICE PER SHARE HAS ARISEN, THEN THE OTHER SHALL CHOOSE TWO DISINTERESTED PERSONS, AND THEY SHALL CHOOSE A THIRD; AND THE DETERMINATION OF ANY OF THE TWO OF THE THREE ARBITRATORS SO CHOSEN SHALL BE FINAL AND BINDING AS TO THE PRICE PER SHARE FOR THE SALE THE OCCURING, BUT NOT FOR SUBSEQUENT SALES. UPON THE DETERMINATION OF THE PRICE PER SHARE IN ACCORDANCE WITH THE PROCEDURE OUTLINED IN THIS PARAGRAPH, THE SHAREHOLDER WISHING TO SELL, HIS PERSONAL REPRESENTATIVES, LEGATEES, OR ASSIGNS, SHALL IMMEDIATELY, ON THE PAYMENT OR TENDER TO HIM IN CASH OF SUCH PRICE PER SHARE, TRANSFER AND ASSIGN THE SHARES OF STOCK HELD TO THE PERSON OR PERSONS DESIGNATED BY THE BOARD OF DIRECTORS.

ARTICLE FOUR. TERM OF EXISTENCE.

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE FIVE. REGISTERED OFFICE.

THE INITIAL REGISTERED OFFICE SHALL BE LOCATED AT 2253 BENDWAY DRIVE, PORT CHARLOTTE, FL 33948 AND THE INITIAL REGISTERED AGENT SHALL BE KARL WENY.

ARTICLE SIX. DIRECTORS.

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE (1) NOR MORE THAN THREE (3).

THE NAME AND ADDRESS OF EACH MEMBER OF THE FIRST BOARD OF DIRECTORS, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, IS AS FOLLOWS:

NAME	ADDRESS
KARL WENY	2253 BENDWAY DRIVE PORT CHARLOTTE, FL 33948

ARTICLE SEVEN. SUBSCRIBERS.

THE NAME AND ADDRESS OF EACH SUBSCRIBER IS AS FOLLOWS:

NAME	ADDRESS
KARL WENY	2253 BENDWAY DRIVE PORT CHARLOTTE, FL 33948

ARTICLE EIGHT. COMMENCEMENT.

THIS CORPORATION SHALL BEGIN ITS CORPORATE EXISTENCE ON FILING.


KARL WENY

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME PERSONALLY APPEARED KARL WENY TO ME PERSONALLY KNOWN
OR WHO PRODUCED FL D License AS IDENTIFICATION, KNOWN TO ME TO BE THE PERSON DESCRIBED
IN AND WHO EXECUTED THE FOREGOING INSTRUMENT FOR THE PURPOSES HEREIN EXPRESSED AND WHO DID
TAKE AND OATH

WITNESS MY HAND AND OFFICIAL SEAL, THIS 26 DAY OF JANUARY 1998.



CONNIE JONES
MY COMMISSION # CC460008 EXPIRES
August 22, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

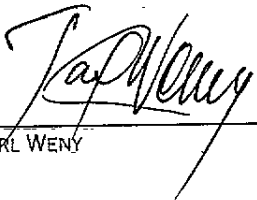


CONNIE JONES
MY COMMISSION # CC460008 EXPIRES
August 22, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE

I, KARL WENY, WITH OFFICES AT 2253 BENDWAY DRIVE, PORT CHARLOTTE, FL 33948, HEREBY ACCEPT THE FOREGOING DESIGNATION AS REGISTERED AGENT OF, FOOD BAZAAR, INC.

WITNESS MY HAND AND SEAL THIS 27 DAY OF jan., 1998.


KARL WENY

FILED
98 JAN 29 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA