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ATTORNEYS AT LAW
BLAKE, TORRES & MULLER, P.A.

GLENN M. BLAKE, Esq.
JUAN F. TORRES III, Esq.
GEORGE H. MULLER, Esq.

February 20, 1998

Division of Corporations
New Filings Section
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

400002437814--9
-02/23/98--01086--011
*****70.00 *****70.00

Re: La Estrella Grocery, Inc.

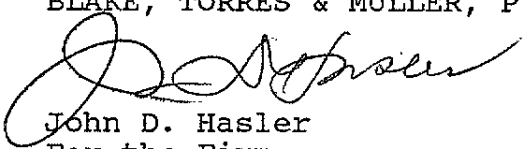
To Whom It May Concern:

Please find enclosed original and one copy of Articles of Incorporation of La Estrella Grocery, Inc. for filing, together with our firm's check for \$70.00. Kindly return the duplicate copy to me following filing.

Your cooperation in this matter is appreciated.

Yours truly,

BLAKE, TORRES & MULLER, P.A.


John D. Hasler
For the Firm
JDH/paf

Enclosure

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2-24-98
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ARTICLES OF INCORPORATION

OF

LA ESTRELLA GROCERY, INC.

ARTICLE I

The name of the corporation is LA ESTRELLA GROCERY, INC.

ARTICLE II

This corporation shall have perpetual existence, commencing as of the time these ARTICLES are filed by the Department of State, Division of Corporations.

ARTICLE III

This corporation is formed for the purposes of operating a retail grocery market, including a bakery and the preparation of catered and carry-out foods. It shall also be empowered to transact and perform any and all lawful businesses for which corporations may be authorized under the Laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue one thousand shares of common stock with each share having a par value of ten dollars (\$10.00).

ARTICLE V

The corporation shall have two directors.* The initial directors are:

SALVADOR CENDEJAS, SR. and SALVADOR CENDEJAS, JR.,
1204 SOLTMAN AVENUE, FORT PIERCE, FLORIDA 34950

*These directors will serve until the first election of directors, under the provisions set forth in the corporate by-laws to be adopted.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE VI

The names and addresses of the persons signing the ARTICLES:

SALVADOR CENDEJAS, SR. and SALVADOR CENDEJAS, JR.,
1204 SOLTMAN AVENUE, FORT PIERCE, FLORIDA 34950

ARTICLE VII

The address of the initial registered office shall be 1204 Soltman Avenue, Fort Pierce, Florida 34950 and the initial registered agent at that address is SALVADOR CENDEJAS, JR.

ARTICLE VIII

The corporation reserves the right to amend or repeal any provisions contained in these ARTICLES or any amendment under the laws of the State of Florida.


IN WITNESS WHEREOF the undersigned subscribers have executed these ARTICLES OF INCORPORATION this 19th day of February, 1998.


SALVADOR CENDEJAS, SR.

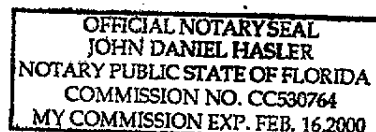

SALVADOR CENDEJAS, JR.

STATE OF FLORIDA)
)
COUNTY OF ST. LUCIE)

SUBSCRIBED AND SWORN TO BEFORE ME this 19th day of February, 1998, by SALVADOR CENDEJAS, SR., personally known to me to be the signer hereof.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



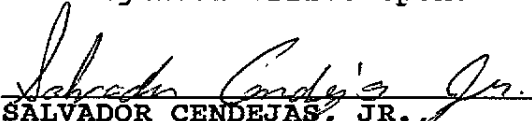
CERTIFICATE OF REGISTERED AGENT

In compliance with the applicable statutes, the following is submitted:

That LA ESTRELLA GROCERY, INC., desiring to organize under the laws of the State of Florida, with the principal office of the Corporation at 1204 SOLTMAN AVENUE, FORT PIERCE, FLORIDA 34950, has named at said address as its agent to accept service of process in the State.

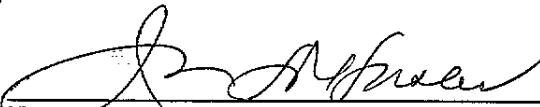
ACKNOWLEDGEMENT

Having been named to accept service of process for the aforementioned Corporation, LA ESTRELLA GROCERY, INC., at the place designated in this certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of the law of the State of Florida relative to keeping the designated office open.

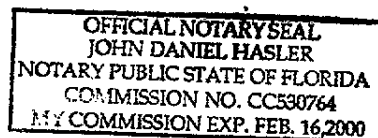

SALVADOR CENDEJAS, JR.
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF ST. LUCIE)

Sworn to and subscribed before me this 19th day of February, 1998, by **SALVADOR CENDEJAS, JR.**, known to me to be the person who executed this Acknowledgement.


NOTARY PUBLIC
State of Florida At Large

My Commission Expires:



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TALLAHASSEE, FLORIDA