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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VLENCLIA FOOD STORES III, INC.

AUDIT NUMBER.....H98000004791

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION 98 MAR 11 PM 3:09

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALENCIA FOOD STORES III, INC.

I, the undersigned, natural persons competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing under the Laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is:

VALENCIA FOOD STORES III, INC.

The principal address of this corporation is:

2996 NW 55TH AVE, LAUDERHILL, FL 33313

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE DOLLAR par value common stock.

ARTICLE IV. - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

PREPARED BY:

BRUCE E. BARR, ESQ.
5121 S.W. 90TH AVENUE
SUITE #3
COOPER CITY, FLORIDA 33328
TELE: (954) 434-2445
F.B.N.: 930229

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thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

5121 SW 90TH AVENUE, SUITE #3, COOPER CITY, FL 33328

The name of the initial registered agent of this corporation at this address is:

BRUCE E. BARR

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

The corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

MARWAN SHIHADAH- 4151 CORAL TREE CIRCLE #251; COCONUT CREEK, FL 33073

ARTICLE VII. - INCORPORATION

The names and addresses of the parties signing these Articles of Incorporation are:

MARWAN SHIHADAH- 4151 CORAL TREE CIRCLE #251; COCONUT CREEK, FL 33073

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ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent provided by law.

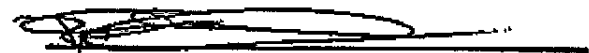
ARTICLE IX. - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

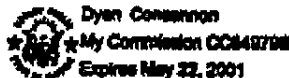
IN WITNESS WHEREOF, the undersigned subscribers have executed the Articles of Incorporation, this 11th day of MARCH, 1998.


MARWAN SNIHADEH

SWORN TO AND SUBSCRIBED before me this 11th day of MARCH, 1998.


DYAN CONCANNON
Notary Public, State of Florida

My Commission
Expires



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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designation Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091 Florida Statutes:

VALENCIA FOOD STORES III, INC.

A CORPORATION ORGANIZED (or organizing) under the laws of the State of Florida with its registered office at 5121 SW 90TH AVENUE, SUITE #3 in the City of COOPER CITY, County of Broward, State of Florida, as its agent to accept service of process within this State.

OFFICERS:

MARWAN SHIHADAH

DIRECTORS:

MARWAN SHIHADAH

By: 
MARWAN SHIHADAH

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


Bruce E. Barr

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TALLAHASSEE, FLORIDA

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