

P98000030363

**ACCOLADES BUSINESS CONSULTANTS, INC.**

**7355 SW 96 STREET**

**MIAMI, FL 33156**

**TEL: 305-665-6805**

**FAX: 305-669-8942**

600002465716--9

-03/24/98--01003--017

\*\*\*\*122.50 \*\*\*\*122.50

MARCH 17, 1998

Florida Dept. of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Attn: New Filings Dept.

Re: Articles of Incorporation of PALMETTO MARKET, INC.

Gentlemen:

Enclosed are two original signed and notarized sets of Articles of Incorporation of the above corporation and a check in the amount of \$122.50 for filing fees and certified copy of the Articles of Incorporation.

Please register the corporation and return the second copy of Articles duly stamped as certified copy to the address below:

Accolades Business Consultants, Inc.  
7355 SW 96 Street  
Miami, FL 33156

If you have any questions, please call the undersigned.

Sincerely,

  
Andy Bhansali  
President

W98-6838

Dmc  
3/27/98

2544

FILED  
98 APR - 1 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 27, 1998

ANDY BHANASALI  
ACCOLADES BUSINESS CONSULTANTS, INC.  
7355 SW 96 STREET  
MIAMI, FL 33156

SUBJECT: PALMETTO MARKET, INC.  
Ref. Number: W98000006838

We have received your document for PALMETTO MARKET, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 398A00016487

**ACCOLADES BUSINESS CONSULTANTS, INC.**

7355 SW 96 STREET  
MIAMI, FL 33156  
TEL: 305-665-6805  
FAX: 305-669-8942

MARCH 30, 1998

FLORIDA DEPT. OF STATE  
DIVISION OF CORPORATIONS  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

ATTN: NEW FILINGS SECTION

RE: ARTICLES OF INCORPORATION OF PALMETTO FOOD MARKET, INC.  
CHANGE IN NAME - YOUR LETTER DATED MARCH 27, 1998

DEAR MS. McDUFFIE:

WE HAVE CHANGED THE NAME TO "PALMETTO FOOD MARKET, INC." WE  
HAD DONE PRELIMINARY CHECK AND THIS NAME IS AVAILABLE. PLEASE  
REGISTER THE CORPORATION AS SOON AS POSSIBLE BECAUSE THE  
CLOSING IS PENDING. PLEASE SEND THE CERTIFIED ORIGINAL SET TO THE  
FOLLOWING ADDRESS:

ACCOLADES BUSINESS CONSULTANTS, INC.  
7355 SW 96 STREET  
MIAMI, FL 33156

Please send certified copy  
by Federal Express  
Account # 1573-7705-1

IF YOU HAVE ANY QUESTIONS, PLEASE CALL US.

THANKS

  
ANDY BHANSALI  
PRESIDENT

Please  
Expedite  
Thanks.

**ARTICLES OF INCORPORATION  
OF  
PALMETTO FOOD MARKET, INC.**

**FILED**  
98 APR -1 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is PALMETTO FOOD MARKET, INC. and the principal office address is: 7400 SW 8 Street, Miami, FL 33144.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence unless sooner dissolved according to the law.

**ARTICLE III - PURPOSE**

This corporation is organized to engage in the business of buying, selling and distribution of groceries, food, and general merchandise items; operating grocery stores with cafeteria, lotto, money order, check cashing and other related services; in conformity with the existing laws, municipal rules and regulations or such as may be hereafter enacted; and to engage in any other lawful business from time to time.

**ARTICLE IV - CAPITAL STOCK**

The initial capital of the corporation is One Hundred Dollars made up of One Hundred (100) shares of common stock with a par value of \$1.00 per share.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 7400 SW 8 Street, Miami, FL 33144 and the name of the initial registered agent of this corporation is: JOSEPH IMBASALA.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

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

JOSEPH IMBASALA, 7400 SW 8 Street, Miami, FL 33144 -

#### **ARTICLE VII - INCORPORATORS**

The names and addresses of the persons signing these articles are:

JOSEPH IMBASALA, 7400 SW 8 Street, Miami, FL 33144.

#### **ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK**

The shares of Capital Stock of this corporation shall be issued initially to the following persons and entities in the amount set forth opposite their names:

JOSEPH IMBASALA	PRESIDENT	- 100 Shares
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By agreement, the shares of the stockholders are subject to the stockholders' agreement of even date and may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by the written agreement among all of the shareholders and this corporation.

#### **ARTICLE IX - INDEMNIFICATION**

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

#### **ARTICLE X - AMENDMENT**

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

#### **ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers may be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors elected by the shareholders of this corporation in accordance with the by-laws adopted by the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles

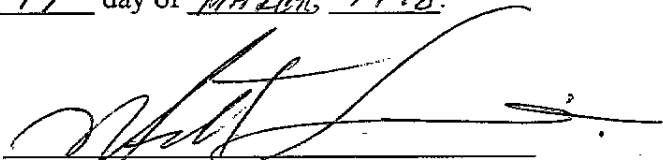
of Incorporation this 17 day of MARCH 1998

  
\_\_\_\_\_  
JOSEPH IMBASALA  
Incorporator, President

STATE OF FLORIDA     )  
COUNTY OF DATE     )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JOSEPH IMBASALA and known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he 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 aforesaid, this 17 day of MARCH 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING UPON WHOM PROCESS MAY BE SERVED**

**FILED**  
98 APR -1 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That ~~IPALMETTO FOOD MARKET, INC.~~ desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has designated JOSEPH IMBASALA located at 7400 SW 8 Street, Miami, FL 33144 as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
JOSEPH IMBASALA, Resident Agent