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April 1, 1998

Secretary of State
State of Florida
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

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RE: GM Management #111, Inc.

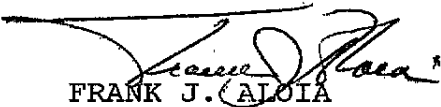
Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my trust account check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ <u>35.00</u>
Total	\$122.50

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,


FRANK J. ALOIA
FJA:djb
Enc.

FILED
98 APR -2 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 4/6/98

ARTICLES OF INCORPORATION
OF
GM MANAGEMENT #111, INC.

FILED
98 APR -2 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

(Name)

The name of this corporation shall be: GM MANAGEMENT
#111, INC.

ARTICLE II

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

(Purpose)

The general nature of the business to be transacted by this corporation is as follows:

To establish, maintain, conduct, and operate food markets, grocery stores, bakeries, and stores of every kind, nature, and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle,

store, distribute, and otherwise generally deal in any and all articles of food, food products, household products, groceries, dairy products, wines, beer and beverages of all kind, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game and food supplies of all kind, both at wholesale and retail, and acquire, construct, maintain, operate, buy, sell and deal in stores selling such goods, wares, and merchandise; to acquire, construct, establish, maintain, operate or sell or dispose of factories, plants, warehouses, dairy plants, creameries, machinery and equipment, markets, stores, depots, and gathering and delivery routes and systems for such purposes.

To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisers, independent contractors, or otherwise, a general management advisory business relating to the operation of businesses, plants, and real and personal properties of every kind both in the United States and in foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of advising and assisting others in all matters relating to the management and operation of businesses and other properties of every kind.

To engage in any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

(Board of Directors)

All corporate powers shall be exercised by and under the authority of, and the business affairs of the corporation shall be managed under the direction of, the Board of Directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The name and street address of the members of the first Board of Directors, the President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

NAME	ADDRESS	POSITION
FAISAL AHMED	111 Ambros Ave. Lake Placid, FL 33852	President/Secretary/ Treasurer

ARTICLE VII

(Principal Office)

The principal office and mailing address of this corporation is 244 County Road 621 East, Lake Placid, FL 33852.

ARTICLE VIII

(Initial Office and Registered Agent)

The street address of the initial registered office of the corporation is FAISAL AHMED, and the name of the initial Registered Agent of this corporation at such address is 244 County Road 621 East, Lake Placid, FL 33852.

ARTICLE IX

(Incorporator)

The name and street address of the person signing these Articles of Incorporation is:

FAISAL AHMED
111 Ambros Ave.
Lake Placid, FL 33852

ARTICLE X

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE XII

(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

ARTICLE XIII

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in

this corporation.


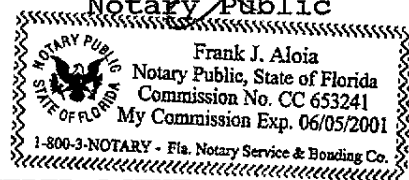
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


FAISAL AHMED

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that before me, the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared FAISAL AHMED, to me known to be the person who made and who subscribed the foregoing Articles of Incorporation and who, without an oath, acknowledged executing the same for the uses and purposes therein contained.

WITNESS my hand and official seal this 31st day of March, 1998..


Notary Public

Frank J. Aloia
Notary Public, State of Florida
Commission No. CC 653241
My Commission Exp. 06/05/2001
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

ACCEPTANCE BY REGISTERED AGENT

FAISAL AHMED, Registered Agent, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.


FAISAL AHMED

FILED
98 APR -2 AM 7:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA