

Rebecca L. Henderson, P.A.
12955 Biscayne Boulevard
Suite 202
North Miami, FL 33181
305/891-0066
305/891-1015 (fax)

MEMORANDUM

P98000056408

To: Division of Corporations

Date: May 1, 1998

Enclosed are the executed forms for a new corporation.

FILED
98 JUN 23 PM 12:34
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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-05/24/98-01057-001
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Rebecca L. Henderson GAVE

AUTHORIZATION BY PHONE TO

CORRECT delete the dba from name

DATE 6/24/98

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98 JUN 23 AM 10:32
DIVISION OF CORPORATIONS

MM
6-24-98

CONFIDENTIAL

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

Trillium Fine Food Corp.

ARTICLE II - PRINCIPAL OFFICE

1229 Lincoln Road
Miami Beach, Florida 33139

ARTICLE III - SHARES

100 Shares

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

Rebecca L. Henderson, Esq.
12955 Biscayne Boulevard, Suite 202
North Miami, FL 33181

ARTICLE V - INCORPORATOR

The name of and street address of the incorporator to these Articles of Incorporation is:

Rebecca L. Henderson, Esq.
12955 Biscayne Boulevard, Suite 202
North Miami, FL 33181

ARTICLE VI - NATURE OF THE BUSINESS

The general nature of the business to be transacted by the corporation is general grocery and food services and all related uses as permitted under the laws of the State of Florida and the United States.

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TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of May, 1998.


Signature - Rebecca L. Henderson, Esq.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

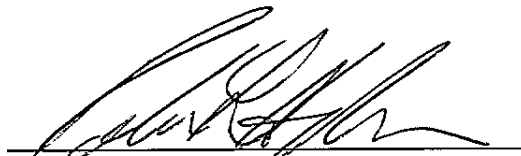
Trillium Fine Food Corp.

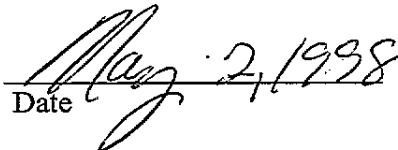
2. The name and address of the registered agent and office is:

Rebecca L. Henderson, Esq.
12955 Biscayne Boulevard, Suite 202
North Miami, FL 33181

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature - Rebecca L. Henderson


Date