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8/12/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: RMC GROCERY STORE, INC.

AUDIT NUMBER.....H98000014985

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

RMC GROCERY STORE, INC.

ARTICLE I-CORPORATE NAME

The name of this Corporation is : RMC GROCERY STORE, INC.

ARTICLE II- NATURE OF BUSINESS AND POWERS

The principal nature of the business to be transacted by this corporation is to engage in any business permitted under the Laws of the State of Florida, and specially in the grocery store business.

ARTICLE III.- CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (1,000) shares of common stock having a per value of (\$1.00) per share.

ARTICLE IV- TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V- REGISTERED AGENT AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Jesus Santana, 5730 W. Hallandale Beach Boulevard, West Hollywood, Fl, 33023. The address of the principal office of this corporation shall be 5730 W. Hallandale Beach Boulevard, West Hollywood, Fl. 33023. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Prepared by: Pedro A. Puig, Esq.
2250 SW 3rd, Ave., Suite 201
Miami, Fl 33129
(305) 854-5955
FBN 232246

ARTICLE VI- BOARD OF DIRECTORS

This corporation shall have (2) directors(s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII- INITIAL DIRECTOR(S)

The name of the initial director(s) of this Corporation and their street addresses are:

NAME

ADDRESS

Jesus Santana

17 Miami Gardens Road
Hollywood, Fl. , 33023

Aleida Santana

6131 SW 19 Street
Hollywood, Fl, 33023

The persons named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII- INCORPORATOR

The name and street address of the person signing these Article of Incorporation as the Incorporator is:

NAME

ADDRESS

Jesus Santana

17 Miami Gardens Road
Hollywood, Fl, 33023

ARTICLE IX- AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stockholders

entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Article of Incorporation on this 12 day of August 1998.


INCORPORATOR

ACKNOWLEDGEMENT OF REGISTERED AGENT

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 provision of said Act relative to keeping open said office.

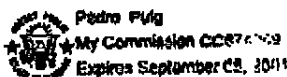

REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, Jesus Santana, the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation, on this 12 day of August 1998, and showed as identification FLORIDA DRIVER LICENSE.

MY COMMISSION EXPIRES:


NOTARY PUBLIC AT LARGE
STATE OF FLORIDA



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