



F. Gutta, C.P.A., P.A.

300 N.W. 82nd Avenue, Suite 506

Plantation, Florida 33324

Phone: (954) 452-8813 • Fax (954) 452-8359

October 7, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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-10/12/98--01068--006
*****70.00 *****70.00

Dear Sir / Madam:

Please file the enclosed Articles of Incorporation for

USA GROCER GROUP #100, INC.

I have enclosed my check for filing fees of \$70.00.

Please mail the filed copy of the articles to:

Frank Gutta C.P.A.
300 N.W. 82nd Ave. #506
Plantation, Florida 33324

Sincerely,

Frank Gutta

FILED
98 OCT 12 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OCT 15 1998

ARTICLES OF INCORPORATION
OF
USA GROCER GROUP #100, INC.

FILED
98 OCT 12 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

USA GROCER GROUP #100, INC.

The principal place of business of this corporation shall be 300 N.W. 82ND Avenue Suite #506, Plantation, Florida 33324.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the state of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 300 N.W. 82nd Avenue Suite #506, Plantation, Florida 33324. The name of the initial registered agent of the corporation at that address is FRANK A.GUTTA.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have three officer/director, initially. The name and street address of the initial officer/director who shall hold office for the first year of the corporation and every year thereafter until their successors are elected or appointed is:

ALI JAFERI - PRESIDENT / DIRECTOR
300 N.W. 82nd AVENUE SUITE # 506
PLANTATION, FLORIDA 33324.

SHAHID BARRY - VICE PRESIDENT / DIRECTOR
300 N.W. 82nd AVENUE SUITE # 506
PLANTATION, FLORIDA 33324.

FRANK A. GUTTA - SECRETARY / TREASURER
300 N.W. 82nd AVENUE SUITE # 506
PLANTATION, FLORIDA 33324.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these articles of incorporation is:


FRANK A. GUTTA
300 N.W. 82ND AVENUE SUITE # 506
PLANTATION, FLORIDA 33324.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 7th day of October, 1998.



FRANK A. GUTTA - SUBSCRIBER

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



FRANK A. GUTTA - REGISTERED AGENT

FILED
18 OCT 12 PM 12:28
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA