000084757 THE UNITED STATES

ACCOUNT NO.: 072100000032

REFERENCE: 002142 7137459

COST LIMIT :

AUTHORIZATION :

ORDER DATE: October 20, 1998

ORDER TIME: 12:36 PM

CORPORATION

ORDER NO. : 002142-005

CUSTOMER NO: 7137459

CUSTOMER: Ali M. Jaferi, President

USA GROCERS USA GROCERS

1701 Southwest 12th

Avenue

Boca Raton, FL 33486

DOMESTIC FILING

NAME: A & M MANAGEMENT #405W, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY

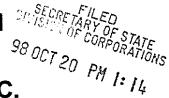
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

200002668612--9

ARTICLES OF INCORPORATION OF



A & M MANAGEMENT #405W, INC.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME:

The name of this Corporation is:

A & M MANAGEMENT #405W, INC.

ARTICLE II. NATURE OF BUSINESS:

The corporation will engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK:

The Capital Stock of this corporation shall be divided into ONE THOUSAND (1,000) shares of stock with \$1.00 par value.

ARTICLE IV. INITIAL CAPITAL:

The amount of capital with which this corporation will begin business is ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V. TERM OF EXISTENCE:

This corporation shall exist perpetually from the date of the filing of these Articles.

ARTICLE VI. ADDRESS:

The street address of the initial registered office of the corporation is:

1701 S.W. 12TH AVENUE

BOCA RATON, FLORIDA 33486

The name of the initial resident agent of this corporation at that address is:

SYED M. RAZA

The street address of the principal place of business shall be:

1701 S.W. 12TH AVENUE

BOCA RATON, FLORIDA 33486

ARTICLE VII. DIRECTORS:

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time, as provided in theBy-Laws.

DEVI BALKISSOON

ARTICLE VIII. INITIAL ADDRESS:

The name and address of the members of the first Board of Directors are:

SYED M. RAZA 1701 S.W. 12TH AVENUE **BOCA RATON, FLORIDA 33486**

ARTICLE IX. SUBSCRIBERS:

The name and address of each Subscriber to these Articles of Incorporation is:

SYED M. RAZA 1701 S.W. 12TH AVENUE BOCA RATON, FLORIDA 33486

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this // day of October, 1998.

STATE OF FLORIDA **COUNTY OF PALM BEACH**

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared SYED M. RAZA, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 197 day of October, 1998.

MY COMMISSION # CC 551982 EXPIRES: May 1, 2000 Bonded Thru Notary Public Underwriters

My Commission Expires:

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-stated corporation, at a place designated in this Certificate, I hereby accept said designation as Registered Agent and agree to comply with the provisions relative to keeping said office open.