



THE UNITED STATES
CORPORATION
COMPANY

P98000089757

ACCOUNT NO. : 072100000032

REFERENCE : 002142 7137459

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : October 20, 1998

ORDER TIME : 12:36 PM

ORDER NO. : 002142-005

CUSTOMER NO: 7137459

200002668612--9

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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 20 PM 1:14

RECEIVED
98 OCT 20 PM 4:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JP 10/20/98

**ARTICLES OF INCORPORATION
OF
A & M MANAGEMENT #405W, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 20 PM 1:14

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 the By-Laws.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 20 PM 1:14

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 19 day of October, 1998.



SYED M. RAZA

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 19th day of October, 1998.



NOTARY PUBLIC, STATE OF FL.



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.



SYED M. RAZA