



ACCOUNT NO. : 072100000032

REFERENCE : 005217 7137459

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizut

ORDER DATE : October 22, 1998

ORDER TIME : 11:32 AM

ORDER NO. : 005217-005

CUSTOMER NO: 7137459

400002670204--9

CUSTOMER: Bruce Levy, President
USA GROCERS
USA GROCERS
1701 Southwest 12th
Avenue
Boca Raton, FL 33486

DOMESTIC FILING

NAME: HERNANDO OIL & GAS, 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: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 22 PM 1:11

RECEIVED
98 OCT 22 PM 1:07
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
HERNANDO OIL & GAS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 22 PM 1:11

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: HERNANDO OIL & GAS, INC.

ARTICLE II. NATURE OF BUSINESS:

The corporation may 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:

BRUCE LEVY

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.

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SECRETARY OF STATE
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98 OCT 22 PM 1:11

ARTICLE VIII. INITIAL ADDRESS:

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

BRUCE LEVY
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:

BRUCE LEVY
1701 S.W. 12TH AVENUE
BOCA RATON, FLORIDA 33486

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 21 day of October, 1998.



BRUCE LEVY

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared BRUCE LEVY, 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 21st day of October, 1998.



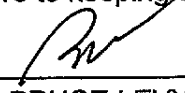
NOTARY PUBLIC, STATE OF FL.

My Commission Expires:

OFFICIAL NOTARY SEAL
MARLENE L. HERMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC757355
MY COMMISSION EXP. JULY 7 2002

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.



BRUCE LEVY