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October 20, 1998

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*****122.50 *****78.75

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation of Tropical Grocery & Deli, Inc.
Our File No. 2879-1

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Tropical Grocery & Deli, Inc. (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles, and return a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,

Gary A. Forster
Gary A. Forster

GAF/mrw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 9:38

**ARTICLES OF INCORPORATION
OF
TROPICAL GROCERY & DELI, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 23 AM 8:38

THE UNDERSIGNED, acting as sole incorporator of **TROPICAL GROCERY & DELI, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is **TROPICAL GROCERY & DELI, INC.**

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 955 W. Lancaster Road, Orlando, Florida 32818. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 955 W. Lancaster Road, Orlando, Florida 32818.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 955 W. Lancaster Road, Orlando, Florida 32818, and the initial Registered Agent at such address is Rafael Davila.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are follows:

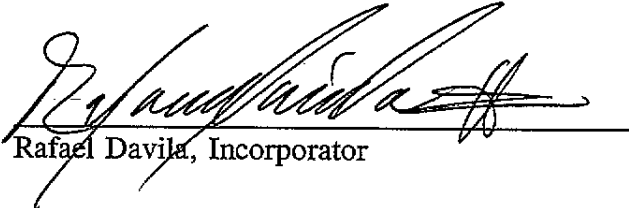
Rafael Davila	1625 Stafford Drive Orlando, Florida 32809
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Maria Davila	1625 Stafford Drive Orlando, Florida 32809
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ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Rafael Davila, 1625 Stafford Drive, Orlando, Florida 32809.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 19th day of October, 1998.

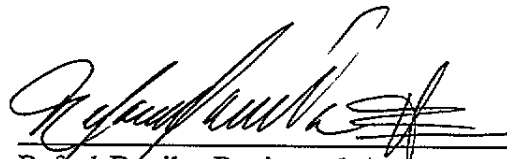


Rafael Davila, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED this 19th day of October, 1998.



Rafael Davila, Registered Agent

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