

ACCOUNT NO. : 072100000032

REFERENCE: 041022 7137459

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE: November 23, 1998

ORDER TIME : 12:01 PM

ORDER NO. : 041022-005

CUSTOMER NO: 7137459

CUSTOMER: Ali M. Jaferi, President

USA GROCERS USA GROCERS

1701 Southwest 12th

Avenue

Boca Raton, FL 33486

DOMESTIC FILING

NAME: FIDAI INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

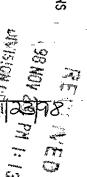
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XDX CERTIFIED COPY _ PLAIN STAMPED COPY

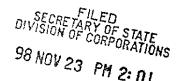
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION OF



FIDAI INVESTMENTS, 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:

FIDAI INVESTMENTS, 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 from the date of filing these Articles of Incorporation and thereafter in perpetuity.

ARTICLE VI. ADDRESS:

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

11150 S. CLEVELAND AVENUE

FT. MYERS, FLORIDA 33907

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

NAWAZ MUHAMED

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

11150 S. CLEVELAND AVENUE

FT. MYERS, FLORIDA 33907

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 member of the first Board of Directors is:

NAWAZ MUHAMED

11150 S. CLEVELAND AVENUE

FT. MYERS, FLORIDA 33907

ARTICLE IX. SUBSCRIBERS:

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

NAWAZ MUHAMED

11150 S. CLEVELAND AVENUE

FT. MYERS, FLORIDA 33907

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

NAWAZ MUHAMED

STATE OF FLORIDA COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared NAWAZ MUHAMED, personally known to me or presented his driver's license:

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 day of November, 1998.

NOTARY PUBLIC, STATE OF FL.

My Commission Expires:

SUANNE BOWMAN MORGAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC606930
MY COMMISSION FYP. DEC. 10 2000

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.

NAWAZ MUHAMED

98 NOV 23 PM 2: 01