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11/30/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 0724t50003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: EMERALD ENTERPRISES, INC.
AUDIT NUMBER.....H98000022195
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 30, 1998

EMPIRE

SUBJECT: EMERALD ENTERPRISES, INC.
REF: W98000026711

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE NAME CONFLICT IS EMERALD ENTERPRISES, INC. DOC #L83955.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

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ARTICLES OF INCORPORATION
OF
EMERALD GROCERIES ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Article of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: EMERALD GROCERIES ENTERPRISES, INC. The principle place of business of this corporation shall be: 6260 NW 15th Avenue, Miami, Florida 33147.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 Shares
at
\$ 1.00 par share

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
PARALEGAL FREELANCING, INC.
Roger Carlier
3121 Ponce De Leon Blvd.
Coral Gables, FL 33134
(305) 567-1113

H98000022195

ARTICLE V OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial officer(s), who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

HAYDEE DURAN
President / Vice-President
Secretary / Treasurer

ARTICLE VII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

HAYDEE DURAN
9601 SW 142 Avenue
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 27th day of November, 1998.

Haydee Duran
Haydee Duran

STATE OF FLORIDA)
COUNTY OF DADE)

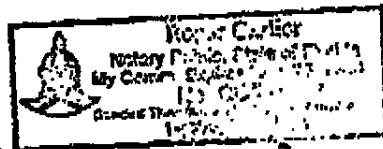
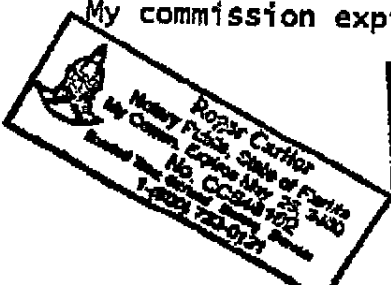
THE FOREGOING instrument was acknowledged and sworn to before me this 27th day of November, 1998 by Haydee Duran

Personally known by me
 Produced Florida driver license

[Signature]
Notary Public

My commission expires:

Seal:



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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organization under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: EMERALD GROCERIES ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

Haydee Duran
6260 NW 15th Avenue
Miami, Florida 33147

Haydee Duran

 Haydee Duran
 Title: Registered Agent
 Date: 11/17/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Haydee Duran

 Signature
 Date: 11/17/98

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