

LAW OFFICES of DAHLIA A. WALKER

13776 N.E. 11 AVENUE ~ TOWN CENTER ~ NORTH MIAMI, FLORIDA 33161
Telephone 305-899-6377 ~ Telecopier 305-899-1297

January 18, 1999

P99000007187

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002748768--7
-01/20/99-01112-014
****128.75 *****78.75

Ref: J&J CARIBBEAN GROCERY AND PRODUCE, INC.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation for J & J CARIBBEAN GROCERY AND PRODUCE, INC. along with a Transmittal Letter and a check for \$128.75. Please handle accordingly and disburse the check as follows:

\$ 78.75	Filing Fee and Certificate
\$ 50.00	Fictitious Name Filing

Thank you for your immediate attention to this request. If there is any further information needed to expedite this application, please contact the undersigned immediately.

Sincerely yours,
LAW OFFICES OF DAHLIA A. WALKER

Dahlia A. Walker

Dahlia A. Walker, Esq.

DW/ns

encs.

FILED
99 JAN 20 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

J & J CARIBBEAN GROCERY AND PRODUCE, INC.

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

J & J CARIBBEAN GROCERY AND PRODUCE, INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock with no par value. The President owns 60 shares and the Vice President owns 40 shares.

ARTICLE FIVE

The street address of the initial office of the Corporation is:
13706 N.E. 11th Avenue
North Miami, Florida 33161

The name of the initial Registered Agent is:
DAHLIA A. WALKER, ESQ.

The address of the Registered Agent is:
13776 N.E. 11th Avenue
North Miami, Florida 33161

ARTICLE SIX

The number of Directors consisting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation are as follows:

JOCELYNE BROUGHTON - PRESIDENT
720 S. Rainbow Drive
Hollywood, Florida 33021

JOSEPH HARRY COQ - VICE PRESIDENT
720 S. Rainbow Drive
Hollywood, Florida 33021

ARTICLE SEVEN

The name and address of the incorporator is as follows:
JOCELYNE BROUGHTON
720 S. Rainbow Drive
Hollywood, Florida 33021

ARTICLE EIGHT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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TALLAHASSEE, FLORIDA

ARTICLE NINE

The Corporation may indemnify any present or former officer, incorporator, or director, to the full extent permitted by law.

ARTICLE TEN

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 18 day of JAN, 1999.

Jocelyne Broughton

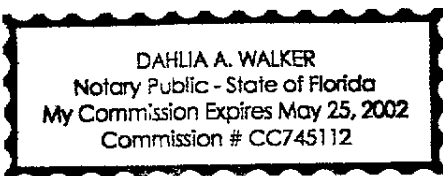
Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18th day of JAN, 1999, by Jocelyne Broughton
 who personally appeared before me at the time of notarization. By my signature

below I accept designation as the registered agent.



Sign Dahlia A. Walker

NOTARY PUBLIC OF FLORIDA

Print DAHLIA A. WALKER

My commission expires:

Personally Known or Produced Identification

(Type of Identification Produced 7th D/L)

B623-550-55-879-0 EXP 10/99

These Articles were prepared by:
Law Offices of Dahlia A. Walker
13776 N.E. 11th Avenue
North Miami, Florida 33161