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FROM
Winn-Dixie Merchandise Co.
777 NW. 72 Ave - G.O.
Mia, Fl. 33126
(205)

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ABP Caribbean Cocoa Walk, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FEB 15 1999
3

Examiner's Initials

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ARTICLES OF INCORPORATION
OF
ABP CARIBBEAN COCO WALK, INC.

We, the undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, do hereby associate ourselves together for the purpose of forming a corporation under Florida Statutes, Chapter 607, and other laws of the state of Florida, and to that end do hereby certify to the facts herein set forth as required by law.

ARTICLE I
NAME

The name of this corporation is ABP CARIBBEAN COCO WALK, INC.

ARTICLE II
PURPOSE

This corporation may engage in or transact in any of 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 maximum shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares at \$1 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$100.

ARTICLE V
ADDRESS

The Board of Directors may from time to time change the principal place or address thereof to any other place or address in the State of Florida. The initial address of the principal place of business of the corporation shall be:

ARTICLE VI
TERM

777 N.W. 72ND Street
Miami, FL 33126

This corporation shall have perpetual existence.

ARTICLE VII
DIRECTORS

The corporation shall have one director. The number of directors may be altered from time to time by the by-laws, but there shall never be less than one such director.

ARTICLE VIII
OFFICERS

The officers of this corporation shall be President, a Vice-President, a Secretary, a Treasurer, and such other officers and agents as may be provided for in the by-laws. All officers, agents and directors shall be chosen in such manner and hold their offices for such terms and shall have such powers and duties, and may be removed as may be provided, in the by-laws. Any person may hold two or more offices.

ARTICLE IX
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions herein contained and the by-laws of the association, shall hold office until the first meeting of the association or as soon thereafter as successors are elected and have qualified, are the following:

Georgi ZacZac, Jr. 777 N.W. 72nd Street
Miami, FL 33126

Claude Scemla 777 N.W. 72nd Street
Miami, FL 33126

ARTICLE X
SUBSCRIBERS

The names and post office addresses of the subscribers hereof, the number of shares of stock each agrees to take, and the value of the consideration thereof, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
ABP Caribbean, Ltd.	777 N.W. 72 nd Street Miami, FL 33126	50	\$50
Steven Cole, Inc.	777 N.W. 72 nd Street Miami, FL 33126	50	\$50

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the association members, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and all association members sign a written statement of their intention that the amendment be made.

ARTICLE XII

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the duty of care or any other duty as a director, except as required under the Florida Business Corporation Act (the "Act"). If at any time the Act shall have been amended to authorize the further elimination or limitation of the liability of a director, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, without further action by the shareholders, unless the provisions of the Act, as amended, require further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article XII shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the Corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

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TALLAHASSEE, FLORIDA

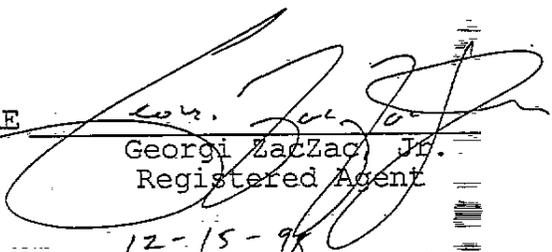
ARTICLE XIII
REGISTERED OFFICE AND REGISTERED AGENT

Georgi ZacZac, Jr. of 777 N.W. 72nd Street, Miami, FL 33126 is designated as the agent to accept service of process within the State of Florida for the corporation.

I, Georgi ZacZac, Jr. am familiar with and accept the duties and responsibilities as registered agent for ABP CARIBBEAN COCO WALK, INC. as required by Section 607.0501(3)F.S. and Section 607.0505.

REGISTERED AGENT

SIGNATURE


Georgi ZacZac, Jr.
Registered Agent

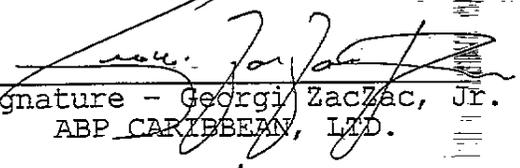
DATE

12-15-98

We, the undersigned, being the original subscribers of the capital stock herein named, hereunto set our hands at

STATE OF FLORIDA
COUNTY OF DADE

This 15 day of December, 1998.


Signature - Georgi ZacZac, Jr.
ABP CARIBBEAN, LTD.


Signature - Claude Scemla
STEVEN COLE, INC.