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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

RED ROAD FOOD STORES, INC.

Certificate of Status	0
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B. McKnight FEB 15 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 15, 1999

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SUBJECT: RED ROAD FOOD STORES, INC.
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF**

RED ROAD FOOD STORES, INC.

**ARTICLE I
NAME**

The name of this corporation is **RED ROAD FOOD STORES, INC.**

**ARTICLE II
DURATION**

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing on the date of filing of the certificate with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one thousand shares of \$1.00 par value common stock, which shall be designated "Common Stock". All of said stock shall be payable in cash, real or personal property, and/or labor or services, at a just valuation to be fixed by the Board of Directors. The initial capitalization of the corporation shall be the sum of \$1,000.00.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED BY: Oscar J. Delgado, Esq., Fla. Bar # 342726
Ph: (305) 558-2156, 6175 N.W. 153rd Street, Suite 308, Miami Lakes, Fla. 33014

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**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this corporation or existing issued stock of the corporation by a shareholder, shall have the right to purchase a prorata share thereof at the price at which it is offered to others.

**ARTICLE VI
PRINCIPAL ADDRESS AND
DESIGNATION OF REGISTERED AGENT**

The street address of the initial principal place of business of the corporation is 375 West 65th Street, Hialeah, Fl. 33012 and the name of the initial registered agent, designated pursuant to Sec. 48.091 of Florida Statutes, of this corporation is MICHAEL R. ZALDIVAR whose address is 3355 W. 68 ST. #119, Hialeah, Fl. 33018.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

MICHAEL R. ZALDIVAR
Director/President
3355 W. 68 ST #119
HIALEAH, FL. 33018

ARIADNA ZALDIVAR
Director/Secretary
3355 W. 68 ST #119
HIALEAH, FL. 33018

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**ARTICLE VIII
INCORPORATER**

The name and address of the person signing these Articles is:

MICHAEL R. ZALDIVAR
3355 W. 68 ST #119
HIALEAH, FL. 33018

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X
CUMULATIVE VOTING**

At each election of Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes, on the same principal, among any number of candidates.

**ARTICLE XI
INDEMNIFICATION**

The corporation shall indemnify any officer or director to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

**ARTICLE XII
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in

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these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of February, 1999.


MICHAEL R. ZALDIVAR

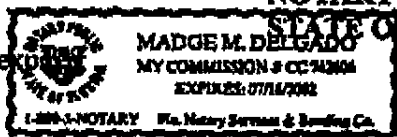
STATE OF FLORIDA)
COUNTY OF DADE)

Before me a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Michael R. Zaldivar and known to me and known by me to be the person who executed the foregoing Articles of Incorporation and did or did not present a driver's license and acknowledged before me that the same was executed freely.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of February, 1999.


NOTARY PUBLIC
STATE OF FLORIDA

My commission expires



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation, at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Michael R. Zaldivar

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