

P99000024905

SHEPARD, FILBURN & GOODBLATT, P.A.

ATTORNEYS & COUNSELORS AT LAW

March 10, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

500002803895--3
-03/12/99-01044-008
****122.50 *****78.75

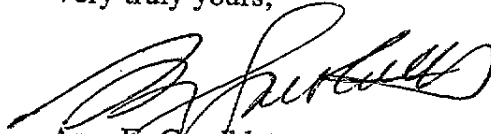
Re: Mar Bar Foods, Inc.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and a check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. Thank you.

Very truly yours,



Amy E. Goodblatt

AEG/cmg
Encs.

Dmg
3/18/99

FILED
99 MAR 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAR BAR FOODS, INC.

FILED
99 MAR 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Mar Bar Foods, Inc. and its principal place of business and mailing address is 221 N.E. Ivanhoe Boulevard, Suite 205, Orlando, Florida 32804.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including, but not limited to, the sale of meat and other grocery items.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 221 Northeast Ivanhoe Boulevard, Suite 205, Orlando, Florida 32804 and the name of the initial registered agent of this

corporation at that address is Amy E. Goodblatt.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Mr. Martin Soloway
430 Jefferson Drive
Bldg 25, Apt 106
Deerfield Beach, Fl 33442

Ms. Barbara Soloway
430 Jefferson Drive
Bldg 25, Apt 106
Deerfield Beach, Fl 33442

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

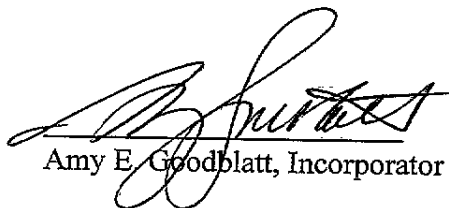
Amy E. Goodblatt, Esquire
221 Northeast Ivanhoe Boulevard
Suite 205
Orlando, Florida 32804

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

10 day of March.

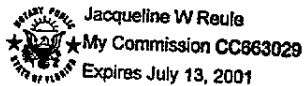

Amy E. Goodblatt, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this ____ day of March, 1999, by Amy E. Goodblatt, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:



Sign: Jacqueline W. Reule

Print: JACQUELINE W. REULE

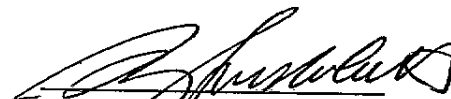
State of Florida at Large

My Commission Expires: 7/13/01

Commission No. CC 663029

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for Mar Bar Foods, Inc. hereby accepts such appointment this 10 day of March, 1999, and states that she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


Amy E. Goodblatt, Esquire