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CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Y2k Market, Inc

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

Y2K MARKET, INC.

The undersigned hereby form this corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I. Corporate Name.

The name of this corporation is Y2K MARKET, INC (Hereinafter referred to as the "Corporation").

ARTICLE II. Nature of Business.

This corporation is organized for the following purposes:

a. To engage in operation of grocery and convenient stores and retail sale of groceries and lottery tickets.

b. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer and otherwise dispose of, and to invent, trade, deal in and deal with good, ware, merchandise and other personal property of every class and description whatsoever.

c. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable or being profitably dealt with in connection with any of the said businesses.

d. To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations; and to

do all and any such acts or things designed to accomplish any such purposes.

e. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

f. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights; to issue bonds, promissory notes, bills of exchange, secured or unsecured; and to pledge the same; all upon terms and conditions as fixed by the Board of Directors.

g. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

h. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature. The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

To have and to exercise all the powers now or hereafter conferred by Laws of the State of Florida upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amending said law or supplement thereto.

ARTICLE III. Capital Stock.

The amount of the total authorized capital stock of the corporation shall be One Hundred (100) shares of Common Stock of Five (\$5.00) Dollars par value.

ARTICLE IV. Initial Capital.

The amount of capital with which the corporation shall begin business shall be Five Hundred (\$500.00) Dollars.

ARTICLE V. Corporate Existence.

The corporation shall have perpetual existence.

ARTICLE VI. Registered Office and Registered Agent.

The principal place of business of said corporation is to be located in MIAMI, Florida, at 3185 N.W. 207TH STREET, with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries. RASMIAH MAHMOUD is hereby designated as Registered Agent of the corporation and whose mailing address is 3185 N.W. 207TH STREET, MIAMI, FLORIDA 33055.

ARTICLE VII. Number of Directors.

The affairs of the corporation shall be conducted by a Board of not less than one (1) director, who need not be a stockholder.

ARTICLE VIII. Directors and Officers.

The name and post office address of the first Board of Directors of the corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until successor is elected and qualified, are as follows:

RASMIAH MAHMOUD

3185 N.W. 207th Street
Miami, Florida 33055

Initially the office of President, Vice-President, Secretary and Treasurer shall be held by:

RASMIAH MAHMOUD

3185 N.W. 207th Street
Miami, Florida 33055

President, Vice President
and Treasurer

SIHAM MAHMOUD

3185 N.W. 207th Street
Miami, Florida 33055

Secretary

until successor is elected and qualified.

ARTICLE IX. Subscribers.

The name and post office address of the subscriber of this Certificate of Incorporation, and a statement of the number of shares of stock which they agree to take is as follows:

RASMIAH MAHMOUD	3185 N.W. 207th Street	100 Shares
	Miami, Florida 33055	

ARTICLE X. Amendments.

The Articles of Incorporation may be amended by an amendment proposed by a member of the Board of Directors, and adopted by the affirmative vote of a majority of the members of the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, on this 31st day of March, 1999.


RASMIAH MAHMOUD


STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

Personally appeared before me, the undersigned authority, RASMIAH MAHMOUD, known to me to be the person described in and who executed the foregoing Articles of Incorporation.

Witness by my hand and seal at Miami, Dade County, Florida, this 31ST day of March, 1999.

Judith A. Figueroa
Notary Public - State of Florida

My Commission Expires:

 Judith A. Figueroa
My Commission CC701110
Expires December 8, 2001

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

Rasmiyah Mahmoud
RASMIAH MAHMOUD,
REGISTERED AGENT

FILED
SECRETARY OF STATE
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