

P990000434 20

ACCOLADES BUSINESS CONSULTANTS, INC.
7355 SW 96 STREET
MIAMI, FL 33156
TEL: 305-665-6805
FAX: 305-669-8942

FILED
99 MAY 13 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEBRUARY 4, 1999

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attn: New Filings Dept.

Re: Articles of Incorporation of ZAHARAN, INC.

FILED
99 FEB -5 PM 3:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed are two original signed and notarized sets of Articles of Incorporation of the above corporation and a check in the amount of \$122.50 for filing fees and certified copy of the Articles of Incorporation.

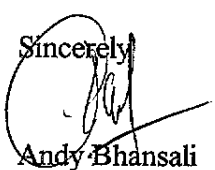
Please register the corporation and return the second copy of Articles duly stamped as certified copy to the address below:

Accolades Business Consultants, Inc.
7355 SW 96 Street
Miami, FL 33156

000002766080--2
-02/05/99-01080-012
****122.50 *****78.75

If you have any questions, please call the undersigned.

Sincerely,


Andy Bhansali
President

W99-3278
g/c
5/13



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 9, 1999

ANDY BHANSALI
7355 SW 96 ST.
MIAMI, FL 33156

SUBJECT: ZAHRAN, INC.
Ref. Number: W99000003278

We have received your document for ZAHRAN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 699A00005752

ARTICLES OF INCORPORATION

OF

ZAHARAN ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ZAHARAN ENTERPRISES, INC. and the principal office address is: 9591 Fontainebleau Blvd., #508, Miami, FL 33172.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE III - PURPOSE

This corporation is organized to engage in the business of buying, selling and distribution of meat, fish, groceries, food, and general merchandise items; operating grocery stores with cafeteria, lotto, money order, check cashing and other related services; in conformity with the existing laws, municipal rules and regulations or such as may be hereafter enacted; and to engage in any other lawful business from time to time.

ARTICLE IV - CAPITAL STOCK

The initial capital of the corporation is One Hundred Dollars made up of One Hundred (100) shares of common stock with 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: 9591 Fontainebleau Blvd., #508, Miami, FL 33172 and the name of the initial registered agent of this corporation is: JAMIL N. ZAHRAN.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director initially. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation but shall never be less than ONE (1). The names and addresses of the initial directors of this corporation are:

JAMIL N. ZAHRAN, 9591 Fontainebleau Blvd., #508, Miami, FL 33172.

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these articles are:

JAMIL N. ZAHRAN, 9591 Fontainebleau Blvd., #508, Miami, FL 33172.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

The shares of Capital Stock of this corporation shall be issued initially to the following persons and entities in the amount set forth opposite their names:

JAMIL N. ZAHRAN	PRESIDENT	100 Shares
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By agreement, the shares of the stockholders are subject to the stockholders' agreement of even date and may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by the written agreement among all of the shareholders and this corporation.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers may be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors elected by the shareholders of this corporation in accordance with the by-laws adopted by the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles

of Incorporation this 3rd day of May, 1999.

(X) [Signature]

JAMIL N. ZAHRAN
Incorporator, President

STATE OF ILLINOIS)
COUNTY OF COOK)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JAMIL N. ZAHRAN and known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of MAY, 1999.



[Signature]

Notary Public, State of Illinois

My Commission Expires: JAN 13, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING UPON WHOM PROCESS MAY BE SERVED**

FILED
99 MAY 13 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That ZAHRAN ENTERPRISES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has designated JAMIL N. ZAHRAN, located at 9591 Fontainebleau Blvd., #508, Miami, FL 33172 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JAMIL N. ZAHRAN, Resident Agent