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

DECEMBER 3, 1999

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****122.50 *****78.75

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

Attn: New Filings Dept.

Re: Articles of Incorporation of JOE'S FOODLAND SUPERMARKET #2, INC.

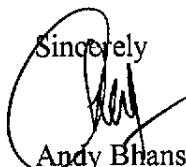
Gentlemen:

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

If you have any questions, please call the undersigned.

Sincerely

Andy Bhansali
President

FILED
99 DEC -6 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. VARNADORE DEC 08 1999

**ARTICLES OF INCORPORATION
OF
JOE'S FOODLAND SUPERMARKET #2, INC.**

FILED
99 DEC - 6 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is JOE'S FOODLAND SUPERMARKET #2, INC.
and the principal office address is: 6970 NW 17 Avenue, Miami, FL 33147.

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 owning and operating retail and wholesale distribution of food and general merchandise and providing related services such as lotto, check cashing, electronic payments, money orders, etc.; in conformity with the 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 authorized capital of the corporation is One Thousand (1000) common shares 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: 6970 NW 17 Avenue, Miami, FL 33147 and the name of the initial registered agent of this corporation is: JOSEPH IMBASALA.

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:

JOSEPH IMBASALA 6970 NW 17 Avenue, Miami, FL 33147.

ARTICLE VII - INCORPORATORS

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

JOSEPH IMBASALA, 6970 NW 17 Avenue, Miami, FL 33147.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

The shares of Capital Stock of this corporation shall be issued to the persons and entities from time to time as per the business requirements.

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

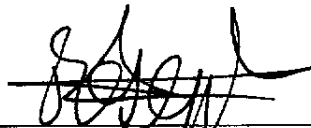
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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 December, 1999.

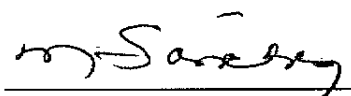


JOSEPH IMBASALA
Incorporator, President

STATE OF FLORIDA)
COUNTY OF DADE)

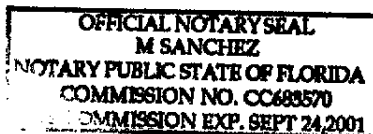
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JOSEPH IMBASALA and known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles 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 Dec, 1999.



Notary Public, State of Florida

My Commission Expires:



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

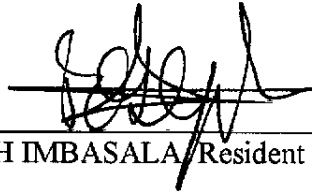
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99 DEC - 6 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST - That JOE'S FOODLAND SUPERMARKET #2, 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 JOSEPH IMBASALA, located at 6970 NW 17 Avenue, Miami, FL 33147 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.



JOSEPH IMBASALA / Resident Agent