P96000051847

FILED
96 JUN 17 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WATSON, FOLDS, STEADHAM, TOVKACH, WALKER & MARSTON

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
527 EAST UNIVERSITY AVENUE
POST OFFICE BOX 1070
GAINESVILLE, FLORIDA 32602

WILLIAM B. WATSON, III
JOHN M. STEADHAM
ALLISON B. FOLDS
WALTER M. TOVKACH *†
S. SCOTT WALKER
W. WESLEY MARSTON

TELECOPIER
(904) 372-1026

* ALSO ADMITTED IN OHIO & NORTH CAROLINA

† CERTIFIED TAX ATTORNEY FLORIDA BAR BOARD OF CERTIFICATION

June 12, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: THE ITALIAN DELI & MARKET, INC.

700001864767
-06/18/96--01044--005
****122.50 ****122.50

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced along with our check in the amount of $122.50 to cover the cost of filing same. Please return the certified copy to this office.

Filing fee	$35.00
Certificate Designating Resident Agent.	$35.00
Certified Copy of Articles of Incorporation	$52.50

After the original Articles of Incorporation have been filed, please certify the enclosed copy and return it to me.

Very truly yours ,

WATSON, FOLDS, STEADHAM, TOVKACH
WALKER & MARSTON

Walter M. Tovkach/sh

Walter M. Tovkach

PH 6/18/96

WMT:kak
enclosures

FILED

96 JUN 17 PM 12:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE ITALIAN DELI & MARKET, INC.**

Article I

Name. The name of this Corporation is THE ITALIAN DELI & MARKET, INC.

Article II

Principal Office: The principal place of business and mailing address of this corporation shall be: 2441 N.W. 43rd Street, Suite 27AB, Gainesville, County of Alachua, State of Florida.

Article III

Duration. The period of duration of this Corporation shall be perpetual.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 500 shares of One Dollar ($1.00) par value common stock. All shareholders shall have preemptive rights in future stock sales by the corporation.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 2441 N.W. 43rd Street, Suite 27AB, City of Gainesville, County of Alachua, State of Florida, 32606, and the name of the initial registered agent of this Corporation is Paul Atria.

Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is Paul Atria, 2441 N.W. 43rd Street, Suite 27AB, City of Gainesville, County of Alachua, State of Florida, 32606.

Article IX

Incorporator. The name and address of the person signing these Articles is Paul Atria, 2441 N.W. 43rd Street, Suite 27AB, City of Gainesville, County of Alachua, State of Florida, 32606.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of JUNE, 1996.

Paul Atria
Incorporator

FILED
96 JUN 17 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

First--That THE ITALIAN DELI & MARKET, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 2441 N.W. 43rd Street, Suite 27AB, City of Gainesville, County of Alachua, State of Florida, has named Paul Atria, 2441 N.W. 43rd Street, Suite 27AB, City of Gainesville, County of Alachua, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the 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.

Paul Atria

Paul Atria
Resident Agent

P96000051807

WATSON, FOLDS, STEADHAM, TOVKACH & WALKER

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

527 EAST UNIVERSITY AVENUE

POST OFFICE BOX 1070

GAINESVILLE, FLORIDA 32602

WILLIAM B. WATSON, III
JOHN M. STEADHAM
ALLISON E. FOLDS
WALTER M. TOVKACH *†
B. SCOTT WALKER

TELEPHONE
(352) 372-8401

TELECOPIER
(352) 372-1826

* ALSO ADMITTED IN
OHIO & NORTH CAROLINA

† CERTIFIED TAX ATTORNEY
FLORIDA BAR BOARD OF
CERTIFICATION

May 9, 1997

Corporate Records Bureau
Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

000002180130--3
-05/15/97--01088--009
*****87.50 *****87.50

RE: ITALIAN DELI & MARKET, INC. name change to
ITALIAN MARKET & RISTORANTE, INC.

Dear Sir:

Enclosed please find an original and one copy of the Amended Articles of Amendment of the above-named corporation, and my attorney's account check in the amount of $87.50 payable to the order of the Secretary of State to cover the following fees:

W97-11922

Articles of Amendment	$35.00
Certified Copy of Articles of Amendment	$52.50

After the original Amended Articles of Amendment have been filed, please certify the enclosed copy and return it to me.

Yours truly,

WATSON, FOLDS, STEADHAM,
TOVKACH & WALKER

Walter M. Tovkach (KAK)

By: Walter M. Tovkach

WMT:kak
Enclosures

TLL JUN 10 1997

WATSON, FOLDS, STEADHAM, TOVKACH & WALKER

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

527 EAST UNIVERSITY AVENUE

POST OFFICE BOX 1070

GAINESVILLE, FLORIDA 32602

WILLIAM B. WATSON, III
JOHN M. STEADHAM
ALLISON B. FOLDS
WALTER M. TOVKACH *†
E. SCOTT WALKER

TELEPHONE
(352) 372-8401

TELECOPIER
(352) 372-1836

* ALSO ADMITTED IN
OHIO & NORTH CAROLINA

† CERTIFIED TAX ATTORNEY
FLORIDA BAR BOARD OF
CERTIFICATION

June 6, 1997

Corporate Records Bureau
Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

RE: THE ITALIAN DELI & MARKET, INC. name change to
THE ITALIAN MARKET & RISTORANTE, INC.

Dear Sir:

Enclosed please find an original and one copy of the Amended Articles of Amendment of the above-named corporation, and my attorney's account check in the amount of $87.50 payable to the order of the Secretary of State to cover the following fees:

Articles of Amendment	$35.00
Certified Copy of Articles of Amendment	$52.50

After the original Amended Articles of Amendment have been filed, please certify the enclosed copy and return it to me.

Yours truly,

WATSON, FOLDS, STEADHAM,
TOVKACH & WALKER

Walter M. Tovkach (KAK)

By: Walter M. Tovkach

WMT:kak
Enclosures

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1997

Walter M. Tovkach
Watson, Folds et al
P.O. Box 1070
Gainesville, FL 32602

SUBJECT: THE ITALIAN DELI & MARKET, INC.
Ref. Number: P96000051807

We have received your document for THE ITALIAN DELI & MARKET, INC. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 597A00027506

RECEIVED
97 JUN 11 AM 9:57
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
OF
THE ITALIAN DELI & MARKET, INC.

THE ITALIAN DELI & MARKET, INC., a Florida Corporation under the corporate seal and the hands of its President and Secretary hereby certify that:

The attached Statement of Intention of Stockholders and Directors of THE ITALIAN DELI & MARKET, INC., to amend the Articles of Incorporation by amending the name of the corporation from THE ITALIAN DELI & MARKET, INC. to THE ITALIAN MARKET & RISTORANTE, INC. is executed by all the stockholders and directors of said corporation and thereby manifests their intention that the Articles of Incorporation be amended as so set forth.

IN WITNESS WHEREOF, said corporation has caused these Articles of Amendment to be signed in its name by its President and its corporate seal to be thereunto affixed and attested to by its Secretary this 6 day of June, 1997.

ATTEST:

BY: ______________________
Paul Atria, Secretary

THE ITALIAN DELI & MARKET, INC.

BY: ______________________
Paul Atria, President

STATE OF FLORIDA
COUNTY OF ALACHUA

This day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments Paul Atria, as President and Secretary of THE ITALIAN DELI & MARKET, INC., a Florida Corporation, and acknowledged before me that he executed the above and foregoing Articles of Amendment as such officers for and on behalf of said corporation, after having been duly authorized so to do and affixed the corporate seal of said corporation thereof.

WITNESS my hand and official seal on this 6 day of June, 1997, at Gainesville, Florida.

Kimberly Ann King
NOTARY PUBLIC, State of Florida
Printed Name Kimberly Ann King
My Commission Number ______________
My Commission Expires: ______________

personally known ✓
produced identification:
type: ______________________

Kimberly Ann King
MY COMMISSION # CC532329 EXPIRES
February 13, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

**STATEMENT OF INTENTION OF
STOCKHOLDERS AND DIRECTORS OF
THE ITALIAN DELI & MARKET, INC.
TO AMEND ARTICLES OF INCORPORATION**

Pursuant to Florida Statutes, 617.1001, 617.1002 and 617.1006, the undersigned constituting all of the Stockholders and Directors of THE ITALIAN DELI & MARKET, INC., a Florida Corporation, eligible to vote, hereby manifest their intention that an Amendment to the Articles of Incorporation be adopted to amend the name of the corporation from THE ITALIAN DELI & MARKET, INC. to THE ITALIAN MARKET & RISTORANTE, INC.

DATED this 6 day of June, 1997.

Paul Atria
Stockholder and Member of the
Board of Directors

Carol S Nipp

Carol S. Nipp
Stockholder