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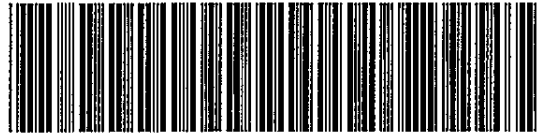
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05 DEC 14 PM 12:07
U.S. DEPT. OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION

J. Shivers DEC 15 2005

IGNACIO E. ARANGO, P.A.

ATTORNEY AT LAW

201 ALHAMBRA CIRCLE, SUITE 500
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 774-9333
FACSIMILE (305) 774-6083

December 9, 2005

BY CERTIFIED MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: The Cutting Board Gourmet Deli, Inc., a Florida corporation

Dear Sir/Madam:

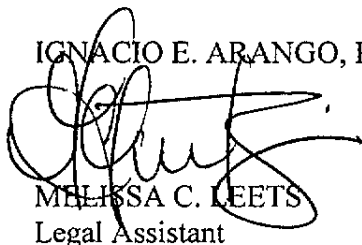
Enclosed for filing is one (1) original and a duplicate original of the Articles of Organization of the captioned Company, together with the designation of and acceptance by the registered agent. In addition, enclosed is Check No. 1026 payable to the Department of State of Florida in the amount of \$78.75 to pay the following fees and costs:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>
Total	\$ 78.75

At the earliest convenience, please provide us with a file-stamped copy of the enclosed Articles of Incorporation, together with a Certificate of Status. Should you have any questions regarding this matter, please do not hesitate to call the undersigned attorney.

Very truly yours.

IGNACIO E. ARANGO, P.A.


MELISSA C. LEETS
Legal Assistant

mcl

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05 DEC 14 PM 12:07
TALLAHASSEE, FLORIDA
CLERK OF THE COURT

ARTICLES OF INCORPORATION
OF
THE CUTTING BOARD GOURMET DELI, INC.

The undersigned incorporator hereby executes, acknowledges, adopts and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under Florida Business Corporation Act (the "Act").

ARTICLE I - Name

The name of the corporation is **THE CUTTING BOARD GOURMET DELI, INC.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be:

10425 North Kendall Drive, C212
Miami, FL 33176

ARTICLE III - Term of Existence

The Corporation shall commence its corporate existence as of execution and acknowledgment of these Articles, and shall have perpetual existence, unless sooner dissolved.

ARTICLE IV - Purposes

The Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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CLERK OF STATE
OF ALABAMA, FIVE STAR

Article V - Authorized Shares

The Corporation is authorized to issue one hundred (100) shares of common stock having a par value of \$1.00 each, entitled to one (1) vote each. All of such stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the board of directors of the Corporation.

ARTICLE VI - Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of stock in the Corporation that may, from time to time, be issued (whether or not presently authorized) in the ratio that the number of shares it, he or she holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise such right and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised under the authority of, and the business and affairs of the Corporation shall be managed at the direction of, its board of directors.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a duly noticed meeting, may be exercised or performed to

such extent and by such person or persons as shall be provided by the board of directors.

The Corporation shall have at least two (2) initial directors. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors. The bylaws may be adopted, altered, amended or repealed at any time by a vote of the majority of the board of directors.

ARTICLE IX - Amendment of Articles

These Articles may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE X - Incorporator

The name and address of the Incorporator is:

Name:

Address:

Jason R. Sanchez
Rances Mendoza

10425 North Kendall Drive, C212
Miami, FL 33176

ARTICLE XI - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 10425 North Kendall

Drive, C212, Miami, FL 33176, and the name of the initial registered agent of the Corporation at that address is Jason R. Sanchez, who accepts his designation as the registered agent of the Corporation for the service of process thereto.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Incorporation in the City of Coral Gables, State of Florida, on the 6th day of December, 2005.

A handwritten signature in black ink, appearing to be 'JRS', written over a horizontal line.

JASON R. SANCHEZ, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of §607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and the registered office in the State of Florida:

1. The name of the Corporation is:

THE CUTTING BOARD GOURMET DELI, INC.

2. The name and address of the registered agent and office is:

Jason R. Sanchez
10425 North Kendall Drive, C212
Miami, FL 33176



JASON R. SANCHEZ

Incorporator

December 6th, 2005

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC 14 PM 12:07

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ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF §607.0505, FLORIDA STATUTES.



Jason R. Sanchez

Date of execution:

December 6th, 2005.