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BENSON, MOYLE & MUCCI
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ONE FINANCIAL PLAZA, SUITE 1500
FORT LAUDERDALE, FLORIDA 33394-1697

WILLIAM H. BENSON, P.A.
BERNARD T. MOYLE, P.A.
MARK S. MUCCI, P.A.
MARK J. LOTERSTEIN
ALLAN F. MEYER, P.A.

BROWARD (954) 524-6800
DADE (305) 944-3311
PALM BEACH (361) 734-4655
FACSIMILE (954) 463-6963

July 27, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

700003339177--5
-08/10/00--01088--011
*****46.25 *****46.25

Re: **Incorporation of Chaps Deli, L.L.C.**
Our File No.: 00-205

700003339177--5
-07/28/00--01049--001
*****78.75 *****78.75

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation for Chaps Deli, L.L.C.. to be filed with your office. Additionally, we enclose our Attorney Trust Account check #4497 in the amount of \$78.75 representing the filing fee and certified copy fee.

Please return a certified copy of the Articles in the self-addressed, stamped envelope provided for this purpose. Thank you for your cooperation in this matter

Very truly yours,

BENSON, MOYLE & MUCCI

Bernard T. Moyle
Bernard T. Moyle
For the Firm

MJL/ilw

Enclosures-Articles of Organization Chaps Deli, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-10312
~~600-19352~~
DA 8/28



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 4, 2000

BERNARD T. MOYLE, ESQ.
BENSON, MOYLE & MUCCI
ONE FINANCIAL PLAZA, SUITE 1600
FT. LAUDERDALE, FL 33394-1697

SUBJECT: CHAPS DELI, L.L.C.
Ref. Number: W00000019352

We have received your document for CHAPS DELI, L.L.C. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$46.25.

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 (850) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 300A00042282

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
CHAPS DELI, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE 1: NAME

The name of the Limited Liability Company ("LLC") shall be Chaps Deli, L.L.C.

ARTICLE 2: PURPOSE

The LC may engage in any lawful business not prohibited by statute or law.

ARTICLE 3: REGISTERED AGENT

The name and address of the initial Registered Agent is Bernard T. Moyle, Esq., Benson, One Financial Plaza, Suite 1600, Fort Lauderdale, Florida 33394.

ARTICLE 4: PRINCIPAL OFFICE

The mailing address of the principal office located at, One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394.

ARTICLE 5: MANAGEMENT

The LLC shall be managed by the Manager.

ARTICLE 6: DURATION

The LLC's existence shall be perpetual unless terminated by the written agreement of all the members or upon the occurrence of any other event which terminates the continued membership of a member unless the business of the L.L.C. is continued by the consent of all the remaining members.

ARTICLE 7: POWERS

The LLC shall have all the powers authorized by law or statute.

ARTICLE 8: MEMBER LIABILITY

Members shall not be personally liable for the debts, obligations, or liabilities of the LLC unless a Member agrees in writing to be liable.

ARTICLE 9: ADDITIONAL MEMBERS

The LLC may admit additional members at any time and in any manner by the majority written consent of the current Members.

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TALLAHASSEE, FLORIDA

ARTICLE 10: AMENDMENT

The power to amend, alter or repeal these Articles of Organization shall be vested in the Members. The Articles of Organization may be amended at any time and in any manner by the majority written consent of the Members.

ARTICLE 11: CERTIFICATES

The LLC has the authority and shall issue Certificates of Membership to each Member evidencing that Member's interest in the LLC. Certificates of Membership shall be signed by a Manager (or officer) of the LLC.

ARTICLE 12: TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of the LLC may be transferred to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the LLC do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the LLC or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferor Member otherwise would be entitled.

Dated: 07/26/00

CHAPS DELI, LLC., Member

By: _____

Omar Chaparro,

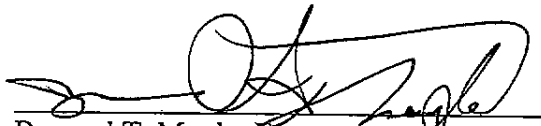
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ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above named limited liability company at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: July 27, 2000.



Bernard T. Moyle, Esq.
One Financial Plaza, Suite 1600
Fort Lauderdale, Florida 33394-1697
(954) 524-6800 - Fax (954) 463-6963

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