

Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

EFFECTIVE DATE

8-31-00

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : KANETSKY, MOORE & DEBOER, P.A.
Account Number : 075350000267
Phone : (941) 485-1571
Fax Number : (941) 484-7226

FLORIDA PROFIT CORPORATION OR P.A.

Spanky's Deli of Venice, Inc.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03-4 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION

OF

SPANKY'S DELI OF VENICE, INC.EFFECTIVE DATE
8-31-00

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME and ADDRESS

The name of the corporation shall be SPANKY'S DELI OF VENICE, INC.

The principal place of business and mailing address of this corporation shall be as follows:

Corporate Address:

131 Venice Avenue E.
Venice, FL 34285

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on August 31, 2000.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the

THIS INSTRUMENT PREPARED BY
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United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

J.W. McCULLOUGH
131 Venice Avenue E.
Venice, FL 34285

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of two directors initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name(s) and address(es) of the person(s) who shall serve as the initial director(s) of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

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Name and street address

J.W. McCULLOUGH
131 Venice Avenue E.
Venice, FL 34285

WILLIS L. McCULLOUGH
131 Venice Avenue E.
Venice, FL 34285

ARTICLE VII

INCORPORATOR(S)

The name(s) and address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

Name(s) and street address(es)

J.W. McCULLOUGH
131 Venice Avenue E.
Venice, FL 34285

IN WITNESS WHEREOF, the undersigned, being the incorporator(s) hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed these Articles of Incorporation this 29 day of August, 2000.

J.W. McCULLOUGH
J.W. McCULLOUGH, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

J.W. McCULLOUGH
J.W. McCULLOUGH, Registered Agent

DATE: August 29, 2000

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