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FLORIDA PROFIT CORPORATION OR P.A.

ELLIE'S DELI DELIGHT, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 31, 2000

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SUBJECT: ELLIE'S DELI DELIGHT, INC.
REF: W00000021455

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**ARTICLES OF INCORPORATION
OF
ELLIE'S DELI DELIGHT, INC.**

(b)

I.

The name of this corporation is ELLIE'S DELI DELIGHT, INC.

II.

The term for which this corporation shall exist shall be perpetual.

III.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To operate a delicatessen restaurant and take out establishment.

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To purchase, acquire, hold, sell, assign and transfer, mortgage, pledge and otherwise dispose of the shares of stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the owner thereof, to exercise all the rights and privileges of ownership, including the right to vote thereof, and to issue in exchange therefor its own stock, bonds and other obligations.

PREPARED BY:
ALEXANDER L. DOMB, P.A.
701 Promenade Drive, Suite 200
Pembroke Pines, Florida 33026
Phone: (954) 433-1300
Fax: (954) 433-1400
Florida Bar No.: 558362

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To own, lease, use, experiment in, buy, sell, and develop patents and patent rights of all kinds and for items, objects, products, mechanisms and goods of all kinds and nature and to deal in, manufacture, distribute and sell and buy, such patents and patent rights and such other items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale, disposition and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesalers, retailers, importers and exporters, to acquire all such merchandise, supplies, materials and other articles as shall be necessary of incidental to such business and to engage in and carry on any or either of the businesses, and have, exercise and enjoy the powers and privileges granted to corporations for profit by Chapter 607, Florida Statutes 1977, as amended.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or for the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof; provided, that the same be not inconsistent with the laws under which this corporation is organized.

IV.

The corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shares shall be designated "Common Stock".

V.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which s/he already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI.

The street address of the initial registered office of this corporation is 701 Promenade Drive, Suite 200, Pembroke Pines, Florida 33028 and the name of the initial registered agent of this corporation at that address is ALEXANDER L. DOMB. The principal place of business is 8470 N.W. 11th Street, Pembroke Pines, Florida 33024.

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VII.

This corporation shall have as directors initially those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1) nor more than Five (5). The name(s) and address(es) of the initial director(s) of this corporation is (are):

NAME

ADDRESS

ELLEN AIELLO

8470 N.W. 11th Street
Pembroke Pines, Florida 33024

VIII.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President:

ELLEN AIELLO
8470 N.W. 11th Street
Pembroke Pines, FL. 33024

Secretary:

ELLEN AIELLO
8470 N.W. 11th Street
Pembroke Pines, FL. 33024

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IX.


The name and address of the person signing these Articles is:

ELLEN AIELLO
8470 N.W. 11th Street
Pembroke Pines, FL. 33024

X.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms, and give the Board of Directors Thirty (30) days in which to place it with the stockholders. At the expiration of Thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for the same sum and prices for which it was offered to the Board of Directors.

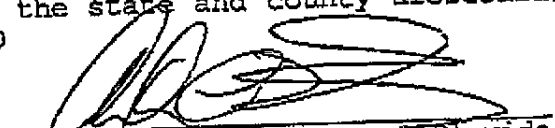
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of August, 2000.


ELLEN AIELLO, Subscriber

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ELLEN AIELLO, who is personally known to me and who did take an oath, who executed the foregoing Articles of Incorporation, and she acknowledged before me that she 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 29 day of August, 2000


Notary Public, State of Florida

My Commission Expires:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST--that *INC.* **ELLIE'S DELI DELIGHT**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of Business at City of Pembroke Pines, State of Florida, has named **ALEXANDER L. DOMB** located at 701 Promenade Drive Suite 200, City of Pembroke Pines, State of Florida, as its Agent to accept Service of Process within Florida.

SIGNATURE

(INCORPORATOR)

DATE

8/29/00

HAVING BEEN NAMED to accept Service of Process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE

(RESIDENT AGENT)

DATE

8/29/00

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