

P000000 95438

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Subject: DONNELLY'S DELI WEST, INC.
(Proposed corporate name - must include suffix)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT -9 AM 11:31

FILED

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status

From: BRIAN A. DONNELLY
Name (Printed or typed)

2112 MARINER BOULEVARD
Address

SPRING HILL, FLORIDA 34609
City, State & Zip

Daytime Telephone number

000003420060--0
-10/10/00--01013--002
*****70.00 *****70.00

NOTE: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION

OF

DONNELLY'S DELI WEST, INC.

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 ONE: NAME

The name of the corporation shall be:

DONNELLY'S DELI WEST, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE TWO: PRINCIPAL OFFICE

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

7425 FOREST OAKS BLVD., SPRING HILL, FL 34606

ARTICLE THREE: DURATION

The period of its duration is perpetual.

ARTICLE FOUR: PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE FIVE: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE SIX: PRE-EMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SEVEN: SECTION 1244 STOCK

The parties and each of them shall use their best efforts to cause the corporation to take reasonable steps to assure that the shares subscribed for in this Agreement qualify as Section 1244 stock within the meaning of the Internal Revenue Code, including (i) designating the shares subscribed for in this Agreement as section 1244 stock if in the year they are issued the corporations' capital receipts exceed \$1 million, and (ii) maintaining appropriate records.

ARTICLE EIGHT: INITIAL REGISTERED AGENT AND OFFICE

The street address of its initial registered office is 2112 MARINER BOULEVARD, SPRING HILL, FLORIDA 34609 and the name of its initial registered agent at said address is _____

BRIAN A. DONNELLY

ARTICLE NINE: INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially, and the name and address of the initial director is BRIAN A DONNELLY, 2112 MARINER BLVD, SPRING HILL, FL 34609

ARTICLE TEN: INCORPORATOR

The name and address of the person signing these Articles of Incorporation is BRIAN A. DONNELLY, 2112 MARINER BLVD, SPRING HILL, FL 34609

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this ¹⁵12 day of OCTOBER, 2000.



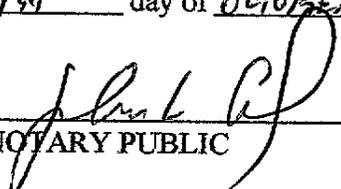
(Name), Incorporator

STATE OF FLORIDA

COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Brian A. Donnelly, to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of OCTOBER, 2000.



NOTARY PUBLIC



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: DONNELLY'S DELI WEST, INC.

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

2112 MARINER BOULEVARD, SPRING HILL, FLORIDA 34609

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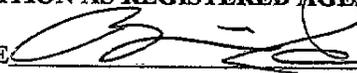
FILED

SIGNATURE 

TITLE PRESIDENT

DATE 10/1/2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

SIGNATURE 

DATE 10/1/2002