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Thomas C. Santoro

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November 15, 2000

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

RE: Angie's Downtown Deli, Inc.

Dear Sir/Madame:

Please find the enclosed for filing the following:

1. Articles of Incorporation
2. Assignment By the Sole Incorporator
3. Certificate of Designation of Registered Agent

I have also enclosed my check in the amount of \$70.00 to cover the filing fee for same. Please file stamp the additional copy that I have enclosed and return same in the enclosed self-addressed stamped envelope.

Should you have any questions or need anything additional, please give me a call.

Very truly yours,

THOMAS C. SANTORO

TCS/mcb
enc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN NOV 17 2000

ARTICLES OF INCORPORATION
OF
ANGIE'S DOWNTOWN DELI, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: ANGIE'S DOWNTOWN DELI, INC.

The address of the principal office of this corporation shall be 1402 Rensselaer Avenue, Jacksonville, Florida 32205, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1700 Wells Road, Suite 5, Orange Park, Florida 32073, and the name of the initial registered agent of the corporation at that address is Thomas C. Santoro, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have three officers and three directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his or her successors are elected or appointed is:

ANGIE HOOSER
Dir./Pres./Treasurer

1402 Rensselaer Avenue
Jacksonville, Florida 32205

BILLY K. WHITAKER, SR.
Dir./V-Pres.

3917 Jean Street
Jacksonville, Florida 32205

COLLETTA G. WHITAKER
Dir./Secretary

3917 Jean Street
Jacksonville, FL 32205

ARTICLE VII. SPECIAL PROVISION

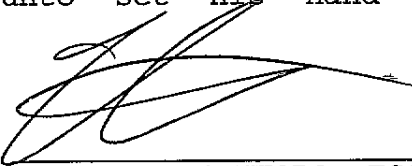
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 Wells Road, Suite 5
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned THOMAS C. SANTORO, ATTORNEY AT LAW, has hereunto set his hand and seal on November 15, 2000.

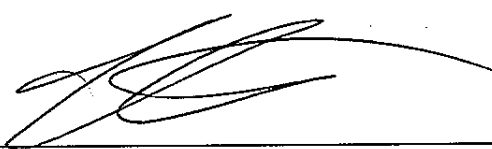


THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
ANGIE'S DOWNTOWN DELI, INC.

THOMAS C. SANTORO, ATTORNEY AT LAW, as sole incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following: ANGIE HOOSER, BILLY K. WHITAKER, SR., and COLLETTA G. WHITAKER.

Dated: November 15, 2000



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

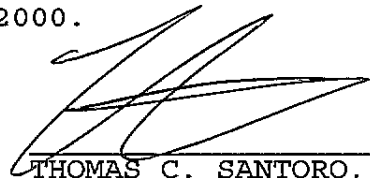
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ANGIE'S DOWNTOWN DELI, INC.
2. The name and address of the registered agent and office is:

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 WELLS ROAD, SUITE 5
ORANGE PARK, FLORIDA 32073
(904) 278-8713

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.

Dated this 15th day of November, 2000.



THOMAS C. SANTORO, ESQUIRE

FILED
00 NOV 16 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA