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November 22, 2000

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

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*****78.75 *****78.75

RE: Articles of Incorporation – All-Stars Deli, Inc.
File No. 5656.001

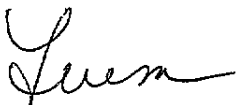
Dear Sir/Madam:

Enclosed is the original and copy of Articles of Incorporation for the above-referenced corporation, together with a check covering the fees and charges as follows: Filing fee (\$35.00), Certified Copy Fee (\$8.75) and the Registered Agent Designation Filing Fee (\$35.00); total amount enclosed \$78.75. Please return a certified copy of the filed Articles to the undersigned.

If you have any questions or problems, please contact me immediately. Thank you.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
KORNFELD & del RUSSO, P.A.



Teresa Chappell
Secretary

Enc.

FILED
00 NOV 27 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

00 NOV 27 PM 12:48

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALL-STARS DELI, INC.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME AND PRINCIPAL OFFICE

The name of the corporation shall be ALL-STARS DELI, INC.
The principal office and mailing address of the corporation is
603 NORTHLAKE BOULEVARD
NORTH PALM BEACH, FLORIDA 33408

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1400 Centrepark Blvd., Suite 1000, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is JOHN F. MARIANI.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of TWO (2) member(s). The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

MIKE ALLEGRETTI

603 NORTHLAKE BOULEVARD
NORTH PALM BEACH, FL 33408

JASON CARTIER

603 NORTHLAKE BOULEVARD
NORTH PALM BEACH, FL 33408

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is: JOHN F. MARIANI, Esq., 1400 Centrepark Blvd., Suite 1000, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of November, 2000.


JOHN F. MARIANI

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTRATION OFFICE


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

1. The name and principal office and mailing address of the corporation is:

ALL-STARS DELI, INC.
603 NORTHLAKE BOULEVARD
NORTH PALM BEACH, FL 33408

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

JOHN F. MARIANI, ESQ.
1400 Centrepark Boulevard, Suite 1000
West Palm Beach, FL 33401



JOHN F. MARIANI, Incorporator

November 21, 2000
Date

ACCEPTANCE

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: November 21, 2000


JOHN F. MARIANI

FILED
00 NOV 27 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA