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SIMPSON, HENDERSON, CARTA & RANDOLPH

Attorneys at Law

1619 JACKSON STREET
POST OFFICE BOX 1906
FORT MYERS, FLORIDA 33902

JOSEPH A. SIMPSON
ROBERT P. HENDERSON
STEVEN CARTA*
MICHAEL D. RANDOLPH

TELEPHONE (941) 332-3366
FACSIMILE (941) 332-7082

*BOARD CERTIFIED-REAL ESTATE

December 7, 2000

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

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-12/11/00--01141--006
****122.50 *****78.75

RE: DOWNTOWN DELI EXPRESS, INC.

Enclosed please find original and copy of Articles of Incorporation for filing, along with our check in the amount of \$122.50 to cover said filing fees and fee for certified copy thereof. We await return of the certified copy. Thanking you in advance for your help, I remain

Sincerely yours,



Robert P. Henderson

/sb
Enclosures

FILED
00 DEC 11 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DOWNTOWN DELI EXPRESS, INC.

The undersigned hereby forms a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

The name of this corporation shall be DOWNTOWN DELI EXPRESS, INC.

ARTICLE II

This corporation is to have perpetual existence. The existence of this corporation shall commence upon its filing of its Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

The purpose for which this corporation is organized is to conduct a restaurant and food service business, and to do all and every lawful act and actions which corporation may be incorporated for under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one class of common stock of one thousand (1,000) shares having a par value of One Dollar (\$1.00) per share, fully paid and non-assessable. Such stock may be issued for cash, property, labor, services or goodwill as may be determined by the Board of Directors. The following pre-emptive rights shall apply to the benefit of all

stockholders of this corporation:

(A) In the event a stockholder owning stock in this corporation seeks to sell all or part of his stock, or has received an offer to purchase his stock, that stockholder shall first offer said stock for sale to the remaining stockholders.

(B) The purchase price for said stock shall be the sale price fixed by the selling stockholder, or the actual offer purchase price negotiated, whichever is less. In the event a shareholder fixes a selling price, but receives an offer to purchase at a lesser amount, the shareholder shall then offer his stock as provided in part (A) above to the remaining stockholders at a lesser amount.

(C) The selling shareholder shall advise all of the shareholders of his intention to sell, in writing, by certified mail. The remaining shareholders shall exercise their option hereunder within thirty (30) days of receipt of such notice by giving written notice by certified mail of their intention to purchase. Failure to give said notice shall be deemed to be consent to the sale of such stock by the selling stockholder.

(D) Those shareholders electing to purchase stock offered for sale under this part may purchase such portion of the shares offered as their stock ownership interest bears to the total stock ownership interest of all other stockholder who also elect to make such purchase under this part.

ARTICLE V

This corporation reserves the right to redeem all or such portion of its issued and outstanding stock as the Board of Directors may from time to time determine. The method of call, the manner of determining which stock shall be redeemed and the purchase price at redemption, which price shall not be less than the book value of said stock as reflected on the corporate financial books and records, shall be specified in the By-Laws.

ARTICLE VI

The initial principal office of the corporation will be located at 1416 Loma Linda Drive, Fort Myers, Florida 33919.

ARTICLE VII

The street address of the initial registered office of this corporation is 1619 Jackson Street, Fort Myers, Florida 33901, and the name of the initial Registered Agent of this corporation shall be ROBERT P. HENDERSON.

ARTICLE VIII

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

ALAN W. ATWOOD
1416 Loma Linda Drive
Fort Myers, FL 33919

NANCY R. ATWOOD
1416 Loma Linda Drive
Fort Myers, FL 33919

ARTICLE IX

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

ALAN W. ATWOOD
1416 Loma Linda Drive
Fort Myers, FL 33919

ARTICLE X

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

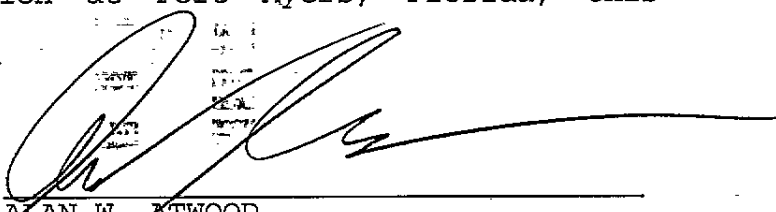
ARTICLE XI

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the stockholders.

ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

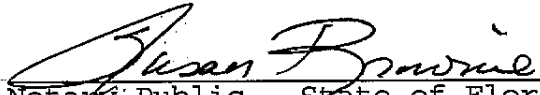
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation at Fort Myers, Florida, this 5th day of December, 2000.

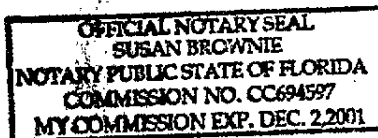

ALAN W. ATWOOD

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared ALAN W. ATWOOD, who produced his FL driver's license, as identification/or who is personally known to me, and who acknowledged to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 5th day of December, 2000.


Notary Public - State of Florida
My Commission Expires:



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

IN COMPLIANCE WITH FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT DOWNTOWN DELI EXPRESS, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS IS IN THE CITY OF FORT MYERS,
STATE OF FLORIDA, HAS NAMED ROBERT P. HENDERSON, LOCATED AT 1619
Jackson Street, Fort Myers, Florida 33901, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

ALAN W. ATWOOD
(Corporate Officer)

DATED: Dec. 5,

2000

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: 

ROBERT P. HENDERSON
(Resident Agent)

DATE: Dec. 5,

2000

FILED
00 DEC 11 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA