

PO 10000001006

**Locklin
& Jones, P.A.**
ATTORNEYS AT LAW

Jack Locklin, Jr.
Board Certified
Real Estate Attorney

Angela J. Jones

December 21, 2000

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

FILED
00 DEC 26 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **Melissa's Café-Deli, Inc.**

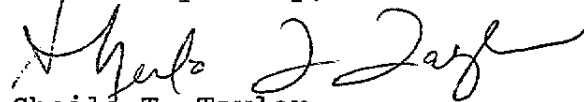
Dear Sir/Madam:

Enclosed are an executed original and one copy of the Articles of Incorporation of Melissa's Café-Deli, Inc., and an original and one copy of an executed Certificate Designating the Resident Agent. Our check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00	3000003513979--0
Certificate Designating		-12/27/00--01031--018
Resident Agent	35.00	*****78.75 *****78.75
Certified Copy	8.75	
Total	\$ 78.75	

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification.

Yours very truly,


Sheila T. Taylor
Assistant to Jack Locklin, Jr.

OJL/stt
Enclosures

gjc 1/3

ARTICLES OF INCORPORATION

OF

MELISSA'S CAFÉ-DELI, INC.

ARTICLE - I

The name of this corporation is: **MELISSA'S CAFÉ-DELI, INC.**

ARTICLE - II

The purpose of this corporation is to own, manage and operate a deli type restaurant, and any and all other lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE IV - PRE EMPTIVE RIGHTS

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

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 6462 Highway 90, Milton, Florida 32570, and the name of the initial registered agent of this

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Corporation at that address is Anne Morgan Faass. The principal office is the same as the registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Anne Morgan Faass	6462 Highway 90 Milton, FL 32570
Barbara Ann Balderston	6201 Fox Run Street Milton, FL 32583
Sybil L. Gaut	6380 Butternut Drive Milton, FL 32583

ARTICLE VII – INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Anne Morgan Faass, 6462 Highway 90, Milton, Florida 32570.

ARTICLE VIII – BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX – AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 20 day of December, 2000.

Anne M Faass
Anne Morgan Faass

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared **Anne Morgan Faass**, to me well known and known to me to be the individual described in or who presented _____ as identification, and who executed the foregoing Articles of Incorporation of **MELISSA'S CAFÉ-DELI, INC.** and being duly sworn acknowledged that she executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 20 day of December, 2000.

NOTARY PUBLIC - STATE OF FLORIDA
JACK LOCKLIN, JR.
COMMISSION # CC 692552
EXPIRES 12/28/2001
1-800-998-NOTARY

J. Locklin Jr.
Notary Public
My commission expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.09, Florida Statutes, the following is submitted:

MELISSA'S CAFE-DELI, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 6462 Highway 90, Milton, Santa Rosa County, Florida, 32570, has named Anne Morgan Faass, of 6462 Highway 90, Milton, Florida 32570, as agent to accept service of process within the state.

Dated this the 20 day of December, 2000.

MELISSA'S CAFE-DELI, INC.

BY: Anne M Faass
Anne Morgan Faass

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ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

Anne M Faass
Anne Morgan Faass