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Florida Department of State

Division of Corporations

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To:

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From:

Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
Account Number : 071005001001
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FLORIDA PROFIT CORPORATION OR P.A.**THE MADD ITALIAN DELI, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
THE MADD ITALIAN DELI, INC.

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ARTICLE I

Name and Address

The name of this corporation is THE MADD ITALIAN DELI, INC.,
whose place of business is located at 1261 C South Fort Harrison
Avenue, Clearwater, FL 33755.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting
any and all lawful business.

Harry S. Cline, Esq.
Macfarlane Ferguson & McMullen
625 Court Street/Suite 200
Clearwater, FL 33756
Florida Bar # 0133526

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ARTICLE IV
Capital Stock

This corporation is authorized to issue One Hundred(100) shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V
Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 1261 C South Fort Harrison Avenue, Clearwater, FL

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33755, and the name of the initial registered agent of this corporation at that address is: JODI CENTONZE.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have five (5) director(s) and/or officer(s) initially. The number of directors and/or officers 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 and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
John Centonze	1261 C S. Ft. Harrison Ave. Clearwater, FL 33755	Pres/Director
Jodi Centonze	1261 C S. Ft. Harrison Ave. Clearwater, FL 33755	Sec/Director

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Jodi Centonze	1261 C S. Ft. Harrison Ave. Clearwater, FL 33755

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ARTICLE IX
Bylaws

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

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

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Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of July, 2001.


JODI CENTONZE
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JODI CENTONZE, to me personally known or who has produced _____ as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

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WITNESS my hand, and official seal at Clearwater, said County and State, this 12th day of July, 2001.



Notary Public

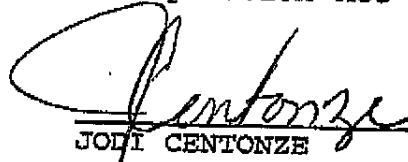
Print Name _____

My Commission Expires: _____

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for THE MADD ITALIAN DELI, INC., at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


JODI CENTONZE

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