

Law Office of Steven W. Hair, P.A.



PA2000083613

July 29, 2002

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

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-08/01/02--01016--008
*****87.50 *****87.50

Re: A & N ITALIAN DELI, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

I am enclosing our check in the amount of \$87.50 covering the Filing Fee, Certificate Designating Registered Agent and Certified Copy.

Sincerely,

Steven W. Hair

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

A & N ITALIAN DELI, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I: NAME

The name of this corporation shall be A & N ITALIAN DELI, INC..

ARTICLE II: DURATION

This Corporation shall have perpetual existence and same shall commence its corporate existence at the time of filing of the Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III: PURPOSE

The general purpose of which this Corporation is organized includes the transaction of any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV: GENERAL POWERS

This Corporation shall have the following corporate powers, to-wit:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property of any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees in accordance with Sec. 607.141, F.S..

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of the United States, or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledged of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this State.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws not inconsistent with its Articles of Incorporation or with the laws of this State for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and

employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(o) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V: SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue shall be ONE-THOUSAND shares of common class only with a par value of One and 00/100 dollar (\$1.00) per share. Each holder of common stock in this Corporation shall be entitled to one vote for each share of common stock held by him or her.

ARTICLE VI: PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares in said corporation.

ARTICLE VII: PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business is located at 17956 U.S. 19 North, Clearwater, Florida 33764.

ARTICLE VIII: REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the Corporation's initial registered agent and registered office are as follows: Steven W. Hair, Esq., 2790 Sunset Point Road, Clearwater, FL 33759.

ARTICLE IX: BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of one or more members, and the exact number thereof to be fixed by the bylaws of said Corporation. The initial Board of Directors shall consist of one member, whose name is as follows, to-wit: Nancy Bowers. Said member of the initial Board of Directors shall hold office until the first annual meeting of the shareholders, and until their successor shall have been elected and qualified, or

until their earlier resignation, removal from office or death, whichever shall first occur.

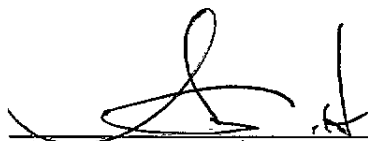
ARTICLE X: INCORPORATORS

The following person shall act as the incorporator of A & N ITALIAN DELI, INC., by signing and delivering, or causing to be delivered, said Articles of Incorporation, in duplicate, to the Department of State of the State of Florida, to wit: Steven W. Hair, Esq..

ARTICLE XI: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed or changed, and new bylaws may be adopted by the shareholders, and the shareholders may prescribe in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 29th day of July, 2002, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State, State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

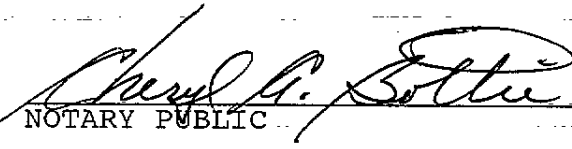


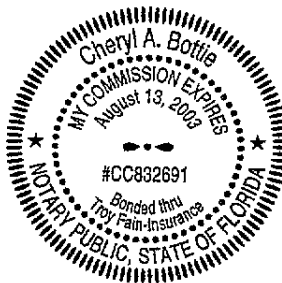
Steven W. Hair, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, this day personally appeared Steven W. Hair, known to be the individual described in and who executed the foregoing Articles of Incorporation of A & N ITALIAN DELI, INC., and he acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal this 29th day of July, 2002.


NOTARY PUBLIC



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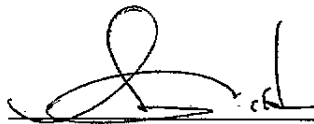
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT A & N ITALIAN DELI, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at 17956 U.S. 19 North, Clearwater, FL 33764, has
named STEVEN W. HAIR, ESQ. located at 2790 Sunset Point Road,
Clearwater, FL 33759, as its agent to accept service of process
within Florida.

SIGNATURE



TITLE

Incorporator


DATE

July 29, 2002

ACCEPTANCE

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

SIGNATURE:


Steven W. Hair

DATE:

July 29, 2002