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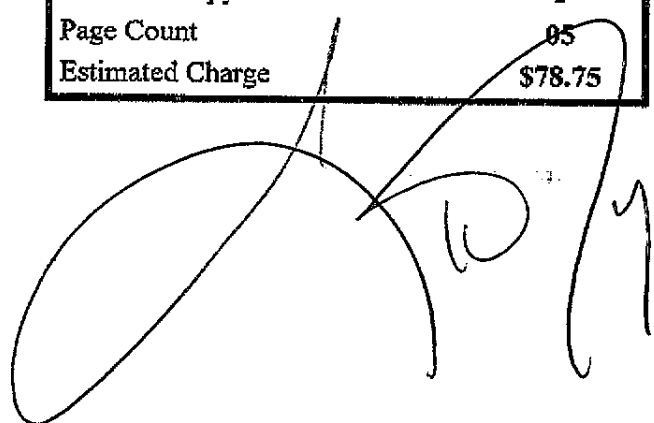
From: Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

J & S DOWNTOWN DELI, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
J & S DOWNTOWN DELL, INC.**

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ARTICLE I

The name of this Corporation is J & S DOWNTOWN DELL, INC., and its address is 214 East Main Street, Tavares, Florida 32778.

ARTICLE II

This Corporation shall exist perpetually.

ARTICLE III

The Corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The Corporation is authorized to issue a maximum number of TEN THOUSAND (10,000) shares of the par value of \$1.00 per share, all of which shall be common stock.

The Shareholders of the Corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the Corporation to reasonable restraint by sale, assignment, pledge, will inter vivos gift, or any other method of transfer or encumbrance of said common stock.

In the event that the holders of common stock of the Corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the Corporation, such stock shall not be eligible for transfer on the books of the Corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the Corporation shall only be transferable upon the books of the Corporation.

ARTICLE V

The principal office of the Corporation will be located at 214 East Main Street, Tavares, Florida 32778 and its mailing address shall be the same.

ARTICLE VI

The initial Registered Agent for the Corporation is Jodie Coughlin whose address is 925 Clay Blvd, Eustis, Florida 32726. The registered agent of the Corporation may be changed from time to time by the Corporation filing the appropriate documentation with the State of Florida.

ARTICLE VII

The Corporation shall initially have two directors. The number of directors constituting the Board of Directors may be changed from time to time in accordance with the bylaws of the Corporation.

The Board of Directors of the Corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by the directors to the Corporation, in whatever capacity.

The names and street addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jodie Coughlin	925 Clay Blvd., Eustis, Florida 32726
Sandra Diminick	517 Lakeshore Drive, Eustis, Florida 32726

ARTICLE VIII

The Corporation shall have a president, vice president, secretary and treasurer, each of whom may be members of the Board of Directors, and the Corporation may have any such other and additional officers as may be authorized by its bylaws.

ARTICLE IX

The name and street address of the subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jodie Coughlin	925 Clay Blvd., Eustis, Florida 32726

ARTICLE X

The Corporation shall grant to the Shareholders of record at the time of issuance of any additional stock, full preemptive rights in the issuance of all new stock and full preemptive rights in all authorized but un-issued stock, in that such stock shall be first offered to such registered Shareholders for sale at the price at which it is offered by others, which price, in the case of par value shares, may be in excess of par, before there shall be an offer to sell said stock to person other than said Shareholders. The terms and other details of such offer including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

ARTICLE XII

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

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at the Shareholders' meeting by the majority of the Shareholders entitled to vote thereon, unless all the directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

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

DATED THIS 4 day of OCTOBER, A.D., 2002.

WITNESSES:

Sandra A. Diminien
Witness

John M. Brown
Witness

Jodie Coughlin
Jodie Coughlin

DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That J & S DOWNTOWN DELL, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Tavares, County of Lake, State of Florida, has named Jodie Coughlin, 925 Clay Blvd., Eustis, Florida 32726 as its agent to accept service of process within this state.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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


JODIE COUGHLIN
Registered Agent

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