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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

J Carter's Cafe & Deli, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
J CARTER'S CAFÉ & DELI, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation shall be: **J CARTER'S CAFÉ & DELI, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of this corporation shall be:

4306 South Clark Avenue  
Tampa, Florida 33611

**ARTICLE III  
CAPITAL STOCK**

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be 10,000 shares of common stock, par value \$0.01 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

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J CARTER'S CAFÉ & DELI, INC.****PAGE 2**

4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

**ARTICLE IV  
EXISTENCE OF CORPORATION**

This corporation shall have perpetual existence.

**ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 4306 South Clark Avenue, Tampa, Florida 33611 and the initial registered agent of this corporation at such office shall be Jason S. Carter. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE VI  
BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until their successors have been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Jason S. Carter	4306 S. Clark Avenue Tampa, Florida 33611

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**ARTICLES OF INCORPORATION OF  
J CARTER'S CAFÉ & DELI, INC.**

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**ARTICLE VIII  
INCORPORATOR**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jason S. Carter	4306 S. Clark Avenue Tampa, Florida 33611

**ARTICLE IX  
BUSINESS AND PURPOSES**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE X  
BYLAWS**

(a) The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

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J CARTER'S CAFÉ & DELL, INC.

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ARTICLE XI  
AMENDMENT OF ARTICLES OF INCORPORATION

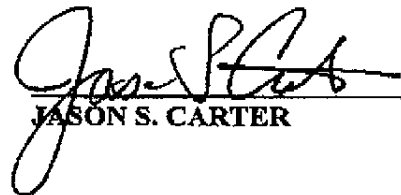
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII  
AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 29<sup>th</sup> day of October, 2002.

  
\_\_\_\_\_  
JASON S. CARTER

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10/29/02 TUE 13:55 FAX 8132228701

WARD, ROVELL & VANEPOEL, PA

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ARTICLES OF INCORPORATION OF  
J CARTER'S CAFÉ & DELI, INC.

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**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, JASON S. CARTER, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 29<sup>th</sup> day of October, 2002.

  
JASON S. CARTER

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