

**Electronic Articles of Incorporation
For**

**P03000071907
FILED
June 27, 2003
Sec. Of State**

POTBELLY DELI, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

POTBELLY DELI, INC.

Article II

The principal place of business address:

2134 MEARS PARKWAY
MARGATE, FL. 33063

The mailing address of the corporation is:

2134 MEARS PARKWAY
MARGATE, FL. 33063

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

DAVID P ROSSETTI
2134 MEARS PARKWAY
MARGATE, FL. 33063

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DAVID P. ROSSETTI

Article VI

The name and address of the incorporator is:

DAVID P. ROSSETTI
2134 MEARS PARKWAY
MARGATE, FL 33063

Incorporator Signature: DAVID P. ROSSETTI

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DAVID P ROSSETTI
2134 MEARS PARKWAY
MARGATE, FL. 33063