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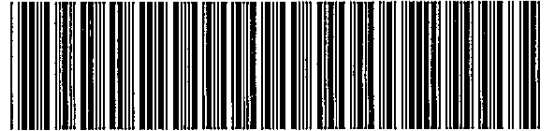
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 635173 8976A

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : October 5, 2005

ORDER TIME : 11:19 AM

ORDER NO. : 635173-005

CUSTOMER NO: 8976A

DOMESTIC FILING

NAME: SAM'S N.Y. DELI & RESTAURANT,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

SAM'S N.Y. DELI & RESTAURANT, INC.

WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the Information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be **SAM'S N.Y. DELI & RESTAURANT, INC.** The mailing address of the corporation shall be: **10730 US 19 N - SUITE 16, PORT RICHEY, FL 34668.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

(a) The business shall be, including but not limited to: **DELI & RESTAURANT OPERATION.**

(b) To own, buy, purchase, exchange, hire, lease, mortgage, or otherwise acquire real estate and property, either improved, or any interest or right therein, and to own, hold control, maintain, manage and develop the same in any state of the United States.

(c) The corporation shall have the lawful right to transact any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10730 US 19 N - SUITE 16, PORT RICHEY, FL 34668 and the name of the registered agent of this corporation is: **EKATERINI K. VATHIS**

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
SARANTOS D. VATHIS	516 WESTWIND DR. PALM HARBOR, FL 34683
EKATERINI K. VATHIS	516 WESTWIND DR. PALM HARBOR, FL 34683

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
EKATERINI K. VATHIS	516 WESTWIND DR. PALM HARBOR, FL 34683

ARTICLE VIII - STOCKHOLDERS

The names addresses of the stockholders of this corporation a follows:

NAME	ADDRESS	SHARES

ARTICLES IX - OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS
SARANTOS D. VATHIS PRESIDENT & TREASURER	516 WESTWIND DR. PALM HARBOR, FL 34683
EKATERINI K. VATHIS VICE-PRESIDENT & SECY.	516 WESTWIND DR. PALM HARBOR, FL 34683

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XI - BUY BACK

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire. and the other Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.

ARTICLE XII – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

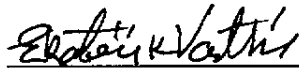
ARTICLE XIII - SPECIAL PROVISIONS

It is the Intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter 'S' corporation.

ARTICLE XIV - AMENDMENT

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

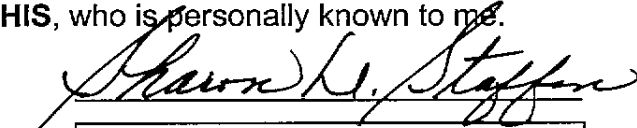
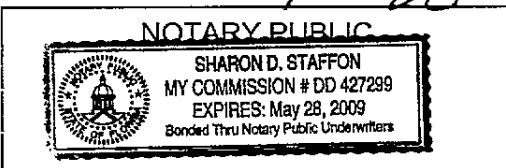
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4th day of OCTOBER, 2005.



EKATERINI K. VATHIS
Incorporator

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 4th day of OCTOBER, 2005, by **EKATERINI K. VATHIS**, who is personally known to me.

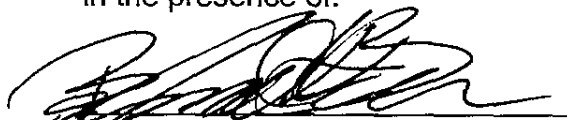



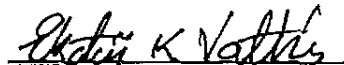
REGISTERED AGENT

The undersigned having been designated as Registered Agent for the service of process within the State of Florida, upon **SAM'S N.Y. DELI & RESTAURANT, INC.**, does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is: 10730 US 19 N - SUITE 16, PORT RICHEY, FL 34668. The address of the Registered Agent is: 516 WESTWIND DR., PALM HARBOR, FL 34683.

IN WITNESS WHEREOF, the name and seal of said Registered Agent hereto is affixed at Port Richey, Florida, this 4th day of OCTOBER, 2005.

Signed, sealed and delivered
in the presence of:

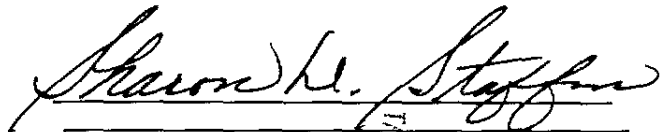

Bradford R. Barnes

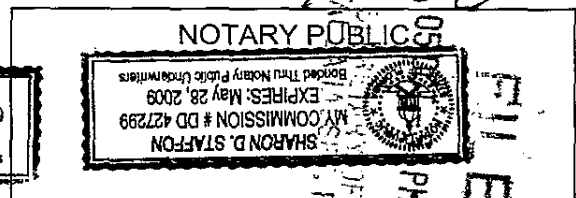

EKATERINI K. VATHIS


Sharon D. Staffon

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 4 day of _____
OCTOBER, 2005, by **EKATERINI K. VATHIS**, who is personally known to me.





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OCT 11 2005
STATE
FLORIDA