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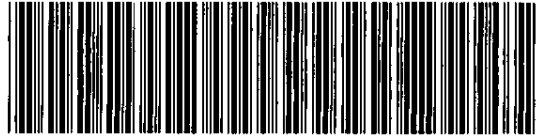
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TRANSMITTAL LETTER

February 14, 2009

**Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314**

SUBJECT: KARLENE'S DELI & ICE CREAM 102, INC.

Enclosed are three notarized (3) originals of the articles of incorporation for KARLENE'S DELI & ICE CREAM 102, INC.

A check in the amount of \$87.50 made payable to the "Florida Department of State" is enclosed for the filing fee, certified copy & certificate. The effective date will be February 14, 2009.

**FROM: Faye Ganson
6175 Wakulla Springs Road
Jacksonville, Florida 32258
(904) 537-2213**

ARTICLES OF INCORPORATION
OF
KARLENE'S DELI & ICE CREAM 102, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: **KARLENE'S DELI & ICE CREAM 102, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 6175 Wakulla Springs Road, Jacksonville, Florida 32258.

ARTICLE III: EXISTENCE AND DURATION

This corporation shall exist perpetually commencing on February 14, 2009.

ARTICLE IV: PURPOSE

This corporation is organized with the general powers named in Chapter 607, Florida Statutes, currently in effect or as amended, to include but not limited to the right:

1. To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

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2. To engage in any activity or business permitted under the laws of the United States and of this State, as the same may be from time to time amended.

ARTICLE V: SHARES/CAPITAL STOCK

The aggregate number of authorized shares of stock this corporation is authorized to have outstanding at any one time is 100,000 shares of ONE CENT (\$0.01) par value common stock, which shall be designated "Common Shares".

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is Faye Ganson. The address of the initial registered agent is 6175 Wakulla Springs Road, Jacksonville, Florida 32258.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of the corporation are:

- (1) Faye Ganson, 6175 Wakulla Springs Road, Jacksonville, Florida 32258

ARTICLE VIII: INCORPORATOR

¶ The name, signature, and street address of the incorporator to these Articles of Incorporation is Faye Ganson, 6175 Wakulla Springs Road, Jacksonville, Florida 32258.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this

14 day of Feb, 2009.

Faye Ganson

Faye Ganson

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Faye Ganson to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid, this 14th day of Feb, 2009.

Tiffany Saunders

Notary Public - State of Florida at Large

Address:

8430 Blanding Blvd.
Jacksonville, FL 32244

My commission expires: Sept. 28, 2012




CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **KARLENE'S DELI & ICE CREAM 102, INC.**
2. The name and address of the registered agent and office is:

**Faye Ganson
6175 Wakulla Springs Road
Jacksonville, Florida 32258**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Registered Agent

Feb 14, 2009
Date

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TALLAHASSEE, FLORIDA