

MATTHEWS ACCOUNTING SERVICES, INC.
636 U.S. HIGHWAY ONE, SUITE 112
NORTH PALM BEACH, FL 33408
(407) 863-3314

P9500016421

February 1, 1995

Division of Corporations
Department of State
P.O. Box 127
Tallahassee, FL 32304

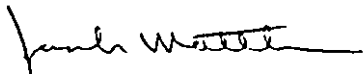
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*****70.00 *****70.00

Dear Division of Corporations

Enclosed please find Articles of Incorporation for Nikki's Gourmet Deli & Market, Inc. along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me at the letterhead address with the filing date stamped on it.

Thank You,



Joseph Matthews
Matthews Accounting Services, Inc.

FILED
95 FEB 27 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 28 1995

FILED
95 FEB 27 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE 1: NAME

The name of this corporation shall be as follows:

Nikki's Gourmet Deli & Market, Inc.

ARTICLE 2: NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the state of Florida.

ARTICLE 3: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares, of one dollar (\$1.00) par value per share.

ARTICLE 4: INITIAL CAPITAL

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE 5: TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE 6: ADDRESS

The initial street address in the State of Florida of the principal office and office of Board of Directors and incorporators shall be as follows:

**120 U.S. Highway One, Suite 3
North Palm Beach, Florida 33408**

The Board of Directors may from time to time move the principal office to any other address in the state of Florida.

ARTICLE 7: INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors initially. The number of Directors may be either increased or decreased by the by-laws adopted by the shareholders but shall never be less than one.

The initial Directors of the Corporation are:

Jeffrey R. Michaud - President, Vice President, Secretary and Treasurer

ARTICLE 8: INCORPORATOR

The name and personal address of the Incorporator:

**Jeffrey R. Michaud
1506 Marcinski Rd.
Jupiter, Florida 33477**

ARTICLE 9: BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE 10: AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE 11: SUB CHAPTER S CORPORATION

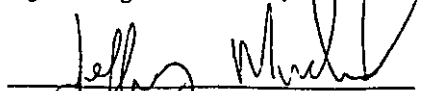
This corporation may elect to become a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE 12: REGISTERED AGENT AND OFFICE

The Registered Agent, as listed below with address, hereby accepts said designation by signature below:

**Jeffrey R. Michaud
1506 Marcinski Rd.
Jupiter, Florida 33477**

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 am familiar with and accept the obligations of my position as registered agent.


Jeffrey R. Michaud
Registered Agent and Incorporator