

LAW OFFICES OF
C. WILLIAM LAYSTROM, SR.
1177 SOUTHEAST THIRD AVENUE
FORT LAUDENDALE, FLORIDA 33310

BROWARD (305) 525-3441
DIRECT MIAMI LINE 845-3178

P95000043155 May 16 1995

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

Re: Brady's Butcher Block & Deli, Inc.

Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation for the above-referenced entity. Please return the copy with the recording information, together with a Charter. My trust check in the amount of \$70,000.00 is attached.

Thank you for your kind attention.

Very truly yours,

C. William Laystrom, Sr.

C. WILLIAM LAYSTROM, SR.

CWL.SR./lma
enclosures

JUN 6 1995 RCB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 MAY 31 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRADY'S BUTCHER BLOCK & DELI, INC.

WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be BRADY'S BUTCHER BLOCK & DELI, INC.

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise,

or unsecured, for money borrowed, or in payment of property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, and to engage in any business, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares at \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

ARTICLE V

The existence of this corporation shall be perpetual.

ARTICLE VI

The initial principal office of this corporation shall be located at 4421 N.W. 6th Court, Coconut Creek, Florida 33066.

ARTICLE VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than three (3) members.

ARTICLE VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, and until their successors shall have been elected and qualified, or until their earlier resignation, removal or death, are as follows:

NAME

ADDRESS

JAMES J. BRADY

4421 N.W. 6th Court
Coconut Creek, Florida 33066

NANCY BRADY

4421 N.W. 6th Court
Coconut Creek, Florida 33066

ARTICLE IX

The registered agent and the registered office for this corporation will be:

JAMES J. BRADY
4421 N.W. 6th Court
Coconut Creek, Florida 33066

ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> |
|----------------|---|---------------|
| JAMES J. BRADY | 4421 N.W. 6th Court Coconut Creek, Fl. 33066 | 500 |

ARTICLE XI

The officers of the corporation until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

PRESIDENT: JAMES J. BRADY, 4421 N.W. 6th Court, Coconut Creek, Florida 33066

SECRETARY & TREASURER: NANCY BRADY, 4421 N.W. 6th Court, Coconut Creek, Florida 33066

ARTICLE XII

This corporation shall be initially governed by the stockholders, notwithstanding other provision of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be

elected a minimum of three (3) directors who shall hold office for one (1) year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one (1) year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

James J. Brady
REGISTERED AGENT

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Daniel A. Lippiello
WITNESS
Printed Name: DANIEL A LIPPIELLO
Richard Ogrodowski
WITNESS
Printed Name: RICHARD OGRODOWSKI

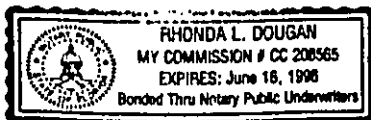
James J. Brady
JAMES J. BRADY

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was sworn to, subscribed and
acknowledged before me this 26th day of May,
1995 by JAMES J. BRADY.

X Personally Known or _____ Identification Produced.

Type of Identification Produced: _____



NOTARY PUBLIC:

Rhonda L. Dougan
Print: Rhonda L. DOUGAN
My Commission Number:
My Commission Expires: