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BOCA RATON, FL 33431  
904.350.0070  
904.350.0911

877-342-8086



**P9500059022**

ACCOUNT NO. : 072100000012

REFERENCE : 650309 B0974A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 31, 1995

ORDER TIME : 9:11 AM

ORDER NO. : 650309

CUSTOMER NO: B0974A

CUSTOMER: Beverly Donnelly, Legal Asst.  
POPKIN & SHURPIN

2499 Glades Road, Suite 114

Boca Raton, FL 33431

800001549168  
-07/31/95--01006--0001  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: DAVID'S N.Y. DELI, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED  
95 JUL 31 PM 9:55  
TOLSON  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

T. BROWN JUL 31 1995

POPKIN, SHURPIN & MACCARI, P.A.

*Attorneys at Law*  
2409 Glades Road, Suite 114  
Boca Raton, FL 33431

EDWARD D. POPKIN\*  
BARBARA L. SHURPIN\*\*  
THOMAS J. MACCARI

BOCA RATON (407) 394-8333  
PALM BEACH (407) 734-5507  
BROWARD (305) 484-6200  
FAX (407) 394-8411

\* ALSO ADMITTED IN NEW YORK  
\*\* ALSO ADMITTED IN MASSACHUSETTS

July 28, 1995

Attn: New Filings  
Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32309

Re: DAVID'S N.Y. DELI, INC.


Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation for filing with the Secretary of State together with a check in the amount of \$122.50.

Kindly return to this office a conformed copy of the Articles of Incorporation together with your receipt.

Your prompt attention will be greatly appreciated.

Very truly yours,

  
Beverly A. Donnelly  
Legal Assistant  
Enclosures

ARTICLES OF INCORPORATION  
OF  
DAVID'S N.Y. DELI, INC.

FILED  
95 JUL 31 PM 3:55  
CLERK OF DISTRICT COURT  
DAVID'S N.Y. DELI, INC.

The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of this corporation is:

DAVID'S N.Y. DELI, INC.

2. The period of this corporation is perpetual.

3. The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

4. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock all of one class, having a par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

5. The address of its principal office is:

2499 Glades Road, Suite 114  
Boca Raton, FL 33431

and the name of its initial Registered Agent is Popkin, Shurpin & Maccari, P.A. at 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

6. The number of directors constituting its initial Board of Directors is one, whose name and address is:

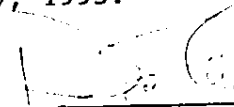
David Alan Kaplan  
2499 Glades Road, Suite 114  
Boca Raton, FL 33431

7. The name and address of the Incorporator is:

David Alan Kaplan  
2499 Glades Road, Suite 114  
Boca Raton, FL 33431

8. These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all directors and all stockholders sign a written instrument manifesting their intention that a certain amendment to these Articles of Incorporation be made.

DATED this 28th day of July, 1995.

  
\_\_\_\_\_  
David Alan Kaplan

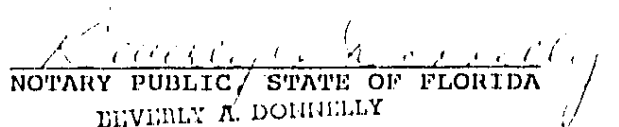
STATE OF FLORIDA )

ss:

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared David Alan Kaplan, who is well known to me and is the person described in and who subscribed the foregoing Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Boca Raton, Florida, in said County and State this 28th day of July, 1995.

  
NOTARY PUBLIC, STATE OF FLORIDA  
BEVERLY A. DONNELLY

My commission expires:

OFFICIAL NOTARY SEAL  
BEVERLY A. DONNELLY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC455133  
MY COMMISSION EXPI. APR. 24, 1999

CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

95 JUL 31 PM 3:55  
FILED  
CLERK OF COURT  
JUL 31 1995

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

DAVID'S N.Y. DELI, INC.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Delray Beach, County of Palm Beach, State of Florida, has named:

POPKIN, SHURPIN & MACCARI, P.A.  
2499 GLADES ROAD, SUITE 114  
BOCA RATON, FLORIDA 33431

as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

POPKIN, SHURPIN & MACCARI, P.A.

BY: Edward D. Popkin  
Edward D. Popkin  
President