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Joseph N. Perlman

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Practice Limited to:
Personal Injury Law
Real Estate
Business/Commercial Law
Civil Litigation

*Also Admitted in Ohio

Certified Circuit Court Mediator

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Fax:
(813) 536-2714

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August 24, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

Re: JOHN'S PASS DELI & SEAFOOD INC.

Gentlemen:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
Total Due	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Joseph N. Perlman, Esquire

JNP/dw

Enclosure

8/25

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FALL GULF CO. FLORIDA

ALL INFORMATION CONTAINED
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stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V - PRE-EMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only as such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the principal office of this corporation is:

140 13th Avenue N.E.
St. Petersburg, Florida 33701

The name and address of the Registered Agent of this Corporation is:

Allen Pokorny
140 13th Avenue N.E.
St. Petersburg, Florida 33701

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS. This corporation shall have two (2 Directors initially. The number of Directors 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:

<u>NAME</u>	<u>ADDRESS</u>
Allen Pokorny	140 13th Avenue N.E. St. Petersburg, Florida 33701
Deborah Pokorny	140 13th Avenue N.E. St. Petersburg, Florida 33701

ARTICLE VIII - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - 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 this reservation.

ARTICLE X - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

Allen Pokorny
140 13th Avenue N.E.
St. Petersburg, Florida 33701

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of this ____ day of August, 1995.


ALLEN POKORNY

STATE OF FLORIDA }
 } S
COUNTY OF PINELLAS }

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, ALLEN POKORNY, personally

appeared known to me to be the person who executed the foregoing Articles of JOHN'S PASS DELI & SEAFOOD INC., and he acknowledged before me that he executed these Articles of Incorporation.

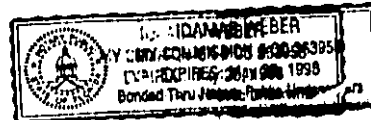
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 23 day of August, 1995.



My Commission Expires:

Notary Public

Printed Notary Signature



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY ACCEPT the designation of Registered Agent to accept
service of process for JOHN'S PASS DELI & SEAFOOD INC.


ALLEN POKORNY

STATE OF FLORIDA)
)S
COUNTY OF PINELLAS)

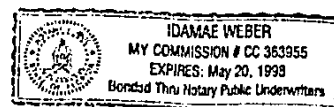
BEFORE ME, a Notary Public, authorized to take
acknowledgements in the State and County set forth above personally
appeared, ALLEN POKORNY, known to me to be the person who executed
the foregoing Acceptance of Designation as Registered Agent, and he
acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in Pinellas County, Florida, this 23 day of
August, 1995.

My Commission Expires:


Notary Public

Printed Notary Signature



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