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TALLAHASSEE, FL 32301

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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 674704 12039A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : September 5, 1995

ORDER TIME : 5:08 PM

ORDER NO. : 674704

CUSTOMER NO: 12039A

200001577322

CUSTOMER: David Davidson, Esq
DAVID COLE DAVIDSON, ESQ

Suite E-201
16100 Fairchild Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: SCRIPTS DELI RESTAURANTS, 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: Deborah Schroder

EXAMINER'S INITIALS:

T. BROWN SEP 6 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 SEP -6 AM 11:19

FILED

**ARTICLES OF INCORPORATION
OF
SCRIPTS DELI RESTAURANTS, INC.**

FILED
95 SEP -6 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes the following for the purpose of forming a corporation under the General Corporation Act of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name and Address

The name of the corporation shall be **SCRIPTS DELI RESTAURANTS, INC.**

The street and mailing address of the corporation is:

16100 Fairchild Drive, Suite V-209, Clearwater, Florida 34622

ARTICLE II

Existence

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III

Purpose

The corporation is organized for the purpose of any and all lawful business under the laws of the State of Florida and the United States.

ARTICLE IV

Capital Stock

The authorized capital stock of the corporation shall be 1,000 shares of common stock at no par value. Such stock shall be issued by the Board of Directors for such consideration as in the opinion of the Board of Directors is equivalent to such market value therefor, and said stock may be paid for in money or tangible personal property, but not for labor, services or stock, at a just

valuation to be fixed by the Board of Directors or issued as partly paid when so ordered by the Board of Directors.

ARTICLE V

Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or to subscribe for, at the issue price thereof, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment therefor or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof. These provisions as to preemptive rights shall not be amended, rescinded, or otherwise altered in any manner except by unanimous vote of the shareholders.

ARTICLE VI

Initial Registered Agent and Office

The name of the initial registered agent of the corporation is Russell.
The street address of the initial registered office and registered agent of this corporation is:
16100 Fairchild Drive, Suite V-209, Clearwater, Florida 34622

ARTICLE VII

Initial Board of Directors

The corporation shall be managed by a Board of Directors. The corporation shall have one director initially. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of the initial Director is:

Name:	Address:
Russell Jerothe	16100 Fairchild Drive, Suite V-209, Clearwater, Florida 34622

ARTICLE VIII
Incorporators

The name and address of the person signing these articles is:

Name: Address:

Russell Jerothe 16100 Fairchild Drive, Suite V-209, Clearwater, Florida 34622

ARTICLE IX
Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation on the 16th day of Aug, 1995.


Russell Jerothe

ACCEPTANCE OF DESIGNATION

I, the undersigned, am familiar with the obligations of resident agent and accept designation as Registered Agent of:

SCRIPTS DELI RESTAURANTS, INC.


Russell Jerothe