

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Dmc
9/11/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *ALC* _____

WALK-IN *9/11 2:30*
 Will Pick Up _____

RE: *Moishe's New York*
Deli, Inc.

C.C. FEE. DISBURSED

Capital Express™
 Art. of Inc. File
 Corp. Record Search
 Ltd. Partnership File
 Foreign Corp. File
 () Cert. Copy(s)
 Art. of Amend. File
 Dissolution/Withdrawal
 C U S
 Fictitious Name File
 Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing
 Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval
 UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s _____ Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

MOISHE'S NEW YORK DELI, INC.

FILED

95 SEP 11 PM 1:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, hereby forms a corporation under the Laws of the State of Florida.

NAME

The name of the corporation shall be MOISHE'S NEW YORK DELI, INC.

PURPOSE

The corporation may engage in the following activities:

operate a restaurant for dining in and also selling food and related items for take out or any other activity or business permitted under the laws of the State of Florida.

SHARES

The maximum number of share of Common Stock outstanding at any one time shall be 100 shares, all of one class, with no par value.

INITIAL CAPITALIZATION

The corporation will begin business withe the sum of \$500.00 Dollars capital, all of which sums have been paid in full by the subscribers hereto.

EXISTENCE

The corporation shall have perpetual existence.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at 1700 East Hallandale Beach Boulevard, Hallandale, Florida, with the privilege of having branch offices at any other place.

RESIDENT AGENT

The Resident Agent for service shall be WILLIAM LAST.

DIRECTORS

The number of directors of this corporation shall be not less than one (1) nor more than seven (7). The names and post office addresses of the persons who shall constitute the first Board of Directors are as follows:

WILLIAM LAST	701 S.W. 49th Terrace, Margate, FL 33068
HARRY POMERANC	18065-102 Way South, Boca Raton, FL 33498

SUBSCRIBERS

The names, post office address and number of shares subscribed to of each subscriber of this Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
<u>WILLIAM LAST</u>	701 S.W. 49th Terrace, Margate, FL 33068	50
HARRY POMERANC	18065-102 Way South, Boca Raton, FL 33498	50

GENERAL

No contract or other transaction between this corporation and any other corporation shall

be affected or invalidated by the fact that any one or more of the Directors of this corporation is,
or are, interested in, or are directors or officers of such other corporation.


IN WITNESS WHEREOF, We have hereunto set our hands this 25th day of August,
1995.

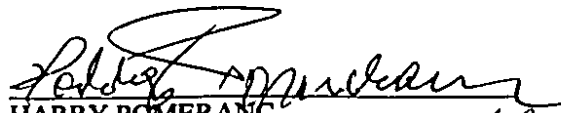

WILLIAM LAST


HARRY POMERANC

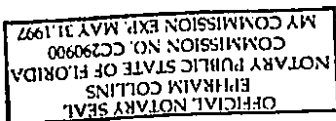
STATE OF FLORIDA)
COUNTY OF BROWARD)

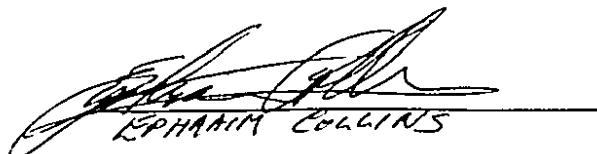
Before me the undersigned authority, appeared WILLIAM LAST and HARRY
POMERANC, who, after being duly sworn, upon their oaths did state that they executed the
forgoing instrument for the purposes set forth therein.


WILLIAM LAST
Identification Personal Knowledge


HARRY POMERANC
Identification Personal Knowledge

Sworn to and subscribed before me this 25th day of August, 1995




EPHRAIM COLLINS
NOTARY PUBLIC

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

Pursuant to the Statutes of the State of Florida, the following is submitted:

FIRST -That MOISHE'S NEW YORK DELI, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1700 Hallandale Beach Blvd, Hallandale, Florida, has named WILLIAM LAST, located at the said address, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

I, WILLIAM LAST, having been named to accept service of process for the above corporation, at the place designated in this certificate, hereby accept and agree to act in that capacity, and agree to comply with the provisions of the law relative to keeping open said office.


WILLIAM LAST