

P960000 21871

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 \$ _____

PH 3/11/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	AC	_____	CK No. _____
BY	_____	_____	_____

WALK-IN 3/11 1:00
Will Pick Up

RE: Bolton's Deli

No. 52626

96 MAR 11 PM 2:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. Filing	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership Filing	_____	_____
<input type="checkbox"/> Foreign Corp. Filing	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy (s) photo	_____	_____
<input type="checkbox"/> Art. of Amend. Filing	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	9000001738639	_____
<input type="checkbox"/> C U S -	03211236 - 01046 - 021	_____
<input type="checkbox"/> Fictitious Name Filing	*****70.00	*****70.00
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 Filing	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> Filing No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> 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
Brothers Dell, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.
Name

The name of the Corporation is **Brothers Dell, Inc.**

II.
Term of Existence

The date when corporate existence will commence is upon the filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

III.
Principal Office

The principal office of the Corporation is 1933 Wood Trail Street, Tarpon Springs, FL 34689.

IV.
Capital Stock

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 114 S. Pinellas Avenue, Tarpon Springs, FL 34689, and the name of its initial registered agent at such address is Michael E. Dris, Esquire.

VI.
Directors

The Corporation will have 1 director(s) initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 5 directors. The names and addresses

of the Initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Spiros Mallitsis	1933 Wood Trail Street Tarpon Springs, FL 34689

VII.
Incorporator

The name and address of the Incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael E. Dris, Esquire	114 S. Pinellas Avenue Tarpon Springs, FL 34689

VIII.
Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

IX.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE X.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XII.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 8, 1996.



Michael E. Dris, Esquire
Incorporator


ACCEPTANCE BY REGISTERED AGENT

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Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 8, 1996



Michael E. Dris, Esquire