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PRESTIGE PLUS
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 034145 7112718

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 26, 1996

ORDER TIME : 3:19 PM

ORDER NO. : 034145

CUSTOMER NO: 7112718

CUSTOMER: Frederick C. Braun, Esq
FREDERICK C. BRAUN, P.A.

Suite 208
7025 Beracasa Way
Boca Raton, FL 33433

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 26 AM 9:40

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07/29/96--01003--022
*****70.00 *****70.00

DOMESTIC FILING

NAME: DAVID'S NEW YORK DELICATESSEN
& APPETIZERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

cf
7/29/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 26 AM 9:40

ARTICLES OF INCORPORATION OF
DAVID'S NEW YORK DELICATESSEN & APPETIZERS, INC.

The undersigned, acting as incorporators of a corporation pursuant to Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be DAVID'S NEW YORK DELICATESSEN & APPETIZERS, INC.

The principal address of the corporation at the time of incorporation is 7122 Beracasa Way, Boca Raton, County of Palm Beach, Florida 33433.

ARTICLE II. DURATION

The duration of this corporation is *perpetual*, unless dissolved according to law.

Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

The purpose or purposes for which the corporation is organized is to conduct any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the corporation's initial registered agent is Frederick C. Braun, Esq., 7025 Beracasa Way, Suite 208, Boca Raton, County of Palm Beach, Florida 33433.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following person shall serve the corporation as director until the first annual meeting or other meeting called to elect directors:

NAME	ADDRESS
Antonino Tribunella	7122 Beracasa Way, Boca Raton, Florida 33433
Ross Tornabene	7122 Beracasa Way, Boca Raton, Florida 33433

ARTICLE VII. INCORPORATORS

The name and address of each incorporators are as follows:

NAME	ADDRESS
Antonino Tribunella	7122 Beracasa Way, Boca Raton, Florida 33433.
Ross Tornabene	7122 Beracasa Way, Boca Raton, Florida 33433.

ARTICLE VIII. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned incorporators have executed these articles of incorporation on July 23, 1996.

Incorporator


Ross Tornabene

Incorporator


Antonino Tribunella

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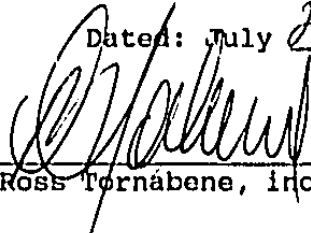
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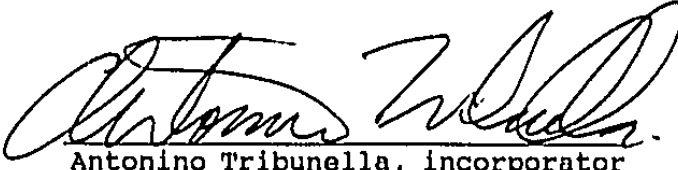
Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that DAVID'S NEW YORK DELICATESSEN & APPETIZERS, INC., desiring to organize or qualify under the laws of the State of Florida, has named Frederick C. Braun, Esq., located at 7025 Beracasa Way, Suite 208, Boca Raton, Florida 33433, as its agent to accept service of process within Florida.

Dated: July 23, 1996.



Ross Tornabene, incorporator


Antonino Tribunella, incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 23, 1996.


Frederick C. Braun, Esq.
Registered Agent