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JAMES S. CARIS, I.A.
ATTORNEY AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2080 HOLLYWOOD BOULEVARD
SUITE 200
HOLLYWOOD, FLORIDA 33020

November 18, 1996

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

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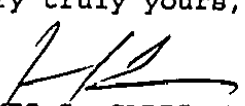
RE: Sun-Up Deli, Inc.

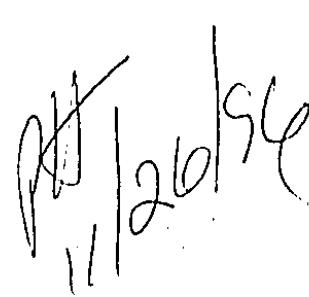
Gentlemen:

Please find enclosed original Articles of Incorporation and one copy for the above-referenced corporation, along with my check in the amount of seventy dollars (\$70.00), to cover the cost of filing fees and Registered Agent Designation.

Please return the copy of the articles to this office, date stamped, once a Charter Number has been assigned. Thank you.

Very truly yours,


JAMES S. CARIS, ESQ.
Encls.
cc:file


11/26/96

ARTICLES OF INCORPORATION

OF

SUN-UP DELI, INC.

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ARTICLE I - NAME

The name of this Corporation is SUN-UP DELI, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is five hundred (500) shares of common stock having a par value of one dollar per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The initial registered office of this corporation shall be 2997 West Commercial Blvd, Ft. Lauderdale, Florida 33309 and the initial registered agent of this Corporation at such designation shall be Lori Marvin who upon accepting such designation agrees to comply with the provisions of section 48.091 Florida Statutes as amended from time to time with respect to keeping such office open for service of process. The mailing address for this corporation is 2997 West Commercial Blvd. Lauderdale, Florida 33309.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of one member(s). The number of Directors shall be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one nor more than three. The name and address of the Directors constituting the Initial Board of Directors is:

Lori Marvin
2997 West Commercial Blvd.
Fort Lauderdale, Florida 33309

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Lori Marvin
2997 West Commercial Blvd.
Fort Lauderdale, Florida 33309

Lori Marvin

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation of SUN-UP DELI INC., were acknowledged before me this 15th day of November, 1996 by Lori Marvin as Registered Agent and Incorporator.

Lori Marvin
2997 West Commercial Blvd.
Fort Lauderdale, Florida 33309

NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



JAMES S CARIS
My Commission CC398812
Expires Aug. 14, 1998

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for
SUN-UP INC. at the place designated in the Articles of
Incorporation, Lori Marvin does hereby agree to act in this
capacity, and agrees to comply with the provisions of Section
48.091, relative to keeping such office open.

Date: _____

11/15/96


Lori Marvin

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TALLAHASSEE, FLORIDA