

P96000097300

KELLY & MCKEE, P.A.  
Attorneys at Law  
1718 E. 7th Ave. - Suite 301  
P.O. Box 75038  
Tampa, Florida 33675-0038

MARK F. KELLY  
ROBERT F. MCKEE  
JANET E. WISE  
MARGUERITE MARIA LONGORIA

Phone  
(813) 248-0400  
Telecopier  
(813) 248-4020

November 22, 1996

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

600002013896--G  
-11/26/96--01049--015  
\*\*\*\*125.00 \*\*\*\*125.00

RE: DEB'S SALADS & DELI, INC.

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Incorporation for Deb's Salads & Deli, Inc., together with our client's check in the amount of \$125.00, to cover the filing fee. After the Articles have been filed, please forward a copy to me at the above address.

Thank you for your assistance.

Sincerely,

*Barbara D. Jarnagin*  
Barbara D. Jarnagin  
Secretary

/bdj

Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 25 AM 9:57

8N DEC - 3 1996

ARTICLES OF INCORPORATION  
OF  
DEB'S SALADS & DELI, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 25 AM 9: 57

ARTICLE I

The name of this corporation shall be DEB'S SALADS & DELI, INC., and its principal office shall be 9524 Blind Pass Road, St. Petersburg, Florida.

ARTICLE II

This corporation shall have perpetual existence, which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation shall also have all other powers provided in the statutes of the State of Florida.

ARTICLE IV

The corporation is authorized to issue 500 shares of common stock of a par value of \$1.00 per share.

ARTICLE V

The initial registered agent for this corporation is Robert F. McKee, Esquire, and the initial registered office is located at 1718 E. 7th Avenue, Suite 301, Tampa, Florida 33605.

ARTICLE VI

The amount of capital with which this corporation shall begin business shall be not less than \$500.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than two (2).

ARTICLE VIII

The names and street addresses of each member of the initial Board of Directors is:

Debbie Maki  
9524 Blind Pass Road  
St. Petersburg, FL

Carol Anderson  
9524 Blind Pass Road  
St. Petersburg, FL

Joseph Lopez  
9524 Blind Pass Road  
St. Petersburg, FL

They shall hold this office until the first annual meeting of stockholders.

ARTICLE IX

The name and street addresses of each of the initial officers of the corporation are as follows:

Debbie Maki, President  
9524 Blind Pass Road  
St. Petersburg, FL

Carol Anderson, Vice President  
9524 Blind Pass Road  
St. Petersburg, FL

Joseph Lopez, Secretary/Treasurer  
9524 Blind Pass Road  
St. Petersburg, FL

#### ARTICLE X

Subject to the provisions of the Florida Statutes, stockholders' meetings may be held at any place designated by the Directors.

#### ARTICLE XI

The following additional provisions are inserted for the conduct of the affairs of the corporation:

(a) The corporation may incur any indebtedness in any amount that is in the best interest of the corporation.

(b) The Board of Directors of the corporation is hereby authorized and empowered, from time to time, at its discretion, to:

(i) make and amend By-Laws of the corporation,

(ii) establish such reserves as the Board may deem necessary and in the best interests of the corporation and to set such funds aside for the purpose of the reserve.

The undersigned, constituting all of the original subscribers for the shares of stock of this corporation, and for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, do hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts

stated therein are true and each does agree to take the shares of  
stock hereinabove authorized in the following amounts:

Debbie Maki 250

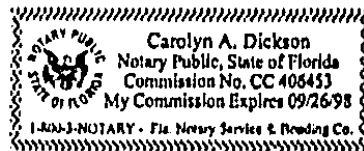
Carol Anderson 250

The undersigned original subscribers have executed these  
Articles of Incorporation for the purposes herein expressed.

Debbie Maki  
Debbie Maki  
9524 Blind Pass Road  
St. Petersburg, FL

STATE OF FLORIDA )  
COUNTY OF Hillsborough )

SWORN TO AND SUBSCRIBED before me by  
Debbie Maki, to me personally known,  
or who has shown n/a  
as identification, on this 20th day of  
November, 1996.



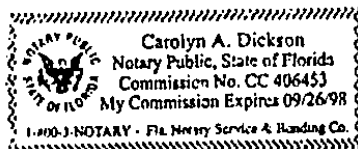
Carolyn A. Dickson  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:

Carol Anderson  
Carol Anderson  
9524 Blind Pass Road  
St. Petersburg, FL

STATE OF FLORIDA )  
COUNTY OF Hillsborough )

SWORN TO AND SUBSCRIBED before me by  
Carol Anderson, to me personally known,  
or who has shown n/a  
as identification, on this 20th day of  
November, 1996.

Carolyn A. Dickson  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:

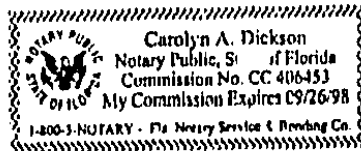


Joseph Lopez  
Joseph Lopez  
9524 Blind Pass Road  
St. Petersburg, FL

STATE OF FLORIDA     )  
COUNTY OF            )

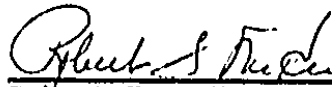
SWORN TO AND SUBSCRIBED before me by  
Joseph Lopez, to me personally known,  
or who has shown n/n  
as identification, on this 20th day of  
November, 1996.

Carolyn A. Dickson  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:



CONSENT OF REGISTERED AGENT


HAVING BEEN NAMED as Registered Agent for Deb's Salads & Deli, Inc., at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

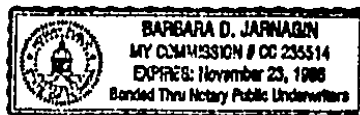


Robert F. McKee  
Kelly & McKee, P.A.  
1718 E. 7th Ave., Suite 301  
P.O. Box 75638  
Tampa, FL 33675-0638  
(813) 248-6400

STATE OF FLORIDA           )  
COUNTY OF HILLSBOROUGH   )

SWORN TO AND SUBSCRIBED before me by  
Robert F. McKee, to me personally  
known, on this 22nd day of November,  
1996.

  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:                     



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 NOV 25 AM 9:57