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November 22, 1996

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

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****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
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8N DEC - 3 1996

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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

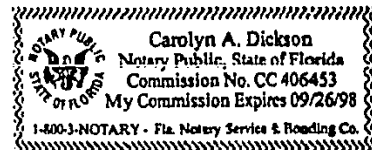
Carol Anderson 250

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.



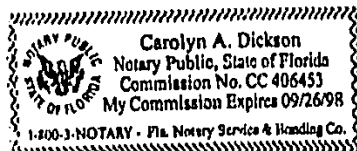
Carolyn A. Dickson
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

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 identificaton, on this 20th day of
November, 1996.

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

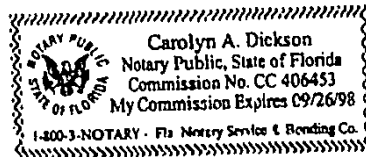


Joseph Lopez
Joseph Lopez
9524 Blind Pass Road
St. Petersburg, FL

STATE OF FLORIDA)
COUNTY OF)

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

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



CONSENT OF REGISTERED AGENT

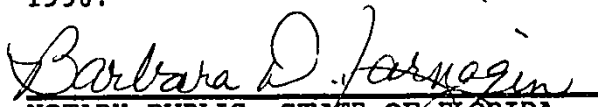
HAVING BEEN NAMED as Registered Agent for Deb's Salads & Deli,
Inc., at the office designated in the foregoing Articles of
Incorporation, the undersigned hereby accepts the designation.



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
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DIVISION OF CORPORATIONS
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