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December 3, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-12/03/96--01023--001
****125.00 ****125.00

**RE: Articles of Incorporation of
M.K. Deli, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation regarding M.K. Deli, Inc. together with a certificate designating resident agent and a check in the amount of \$125.00 to cover the cost for filing same.

I appreciate your attention in this matter. If you should have any questions, please feel free to contact this office.

Sincerely,

Sonya White

Sonya White, Secretary for
Michael A. Tonelli, Esquire

/slw

Enclosure as Indicated

FILED
96 DEC -5 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 12/9

AFFILIATED OFFICES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

M.K. DELI, INC.

I the undersigned, being of full age, do hereby, for the purpose of forming and organizing a corporation for profit under the provisions of the Corporation Laws of the State of Florida, adopt and declare the following Articles of Incorporation covering the existence and organization of the corporation.

ARTICLE I - NAME

The name of this corporation shall be:

M.K. DELI, INC.

ARTICLE II - DURATION

The existence of this corporation shall begin upon the filing with the Secretary of State's office, and thereafter the existence of this corporation shall be perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be as follows:

a. To engage in the operation of a deli/restaurant business.

b. To own real and personal property necessary for the rendering of the above services.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) per value common stock. Each of the said shares of stock shall entitle the holder thereof to One (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty (30) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4809 W. Melrose, Tampa, FL 33629 and the name of the initial registered agent of this corporation is: **MARY KAY WALKER.**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

MARY KAY WALKER
4809 W. Melrose
Tampa, FL 33629

ARTICLE VII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - ISSUANCE OF SHARES

The shares of capital stock of this corporation shall be issued initially to:

MARY KAY WALKER 100 Shares

ARTICLE IX - AMENDMENTS

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, is reserved unto the shareholders.

ARTICLE X - SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

MARY KAY WALKER
4809 W. Melrose
Tampa, FL 33629

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 25th day of November, 1996.

Mary Kay Walker
MARY KAY WALKER

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 25th day of November, 1996, personally appeared MARY KAY WALKER, to me well known to be the person described and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Laurene M. Winters

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission Expires:



LAURENE MC CALL WINTERS
MY COMMISSION # CC272678 EXPIRES
March 30, 1997
BONDED THRU TROY FAN INSURANCE, INC.

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 48.091, Florida Statutes, the following is submitted:

That M.K. DELI, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4809 W. Melrose, Tampa, FL 33629

has named MARY KAY WALKER as its Agent to Accept Service of Process within Florida.

Mary Kay Walker
MARY KAY WALKER
TITLE: Subscriber

DATE: November 25, 1996

96 DEC -5 AM 8:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Mary Kay Walker
MARY KAY WALKER
Resident Agent

DATE: November 25, 1996