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December 27, 1996

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: C. A. ENGLUND'S DELI, INC.

Gentlemen:

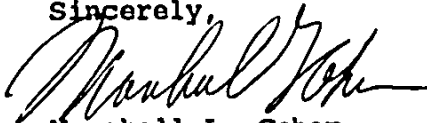
Enclosed is an original and one copy of the Articles of Incorporation and an original and one copy of the Certificate and Acceptance of Registered Agent for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

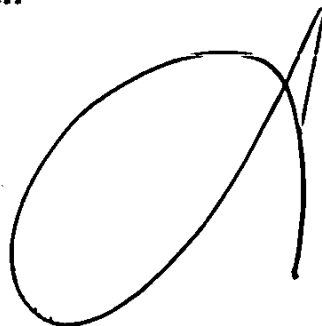
Please file the enclosed Articles of Incorporation and Certificate and Acceptance of Registered Agent. After filing, please return a certified copy of each to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,


Marshall L. Cohen

MLC/jc
enc.
cc: client

 1/6/97

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

C. A. ENGLUND'S DELI, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: C. A. ENGLUND'S DELI, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock, having a par value of \$.10 (ten cents) per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Name	CARL ENGLUND
Address	50 Pine Island Road North Fort Myers, Florida 33903

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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TALLAHASSEE FLORIDA

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

Name	CARL ENGLUND
Address	1633 Daniels Drive North Fort Myers, Florida 33917

	CAROL ENGLUND
	1633 Daniels Drive North Fort Myers, Florida 33917

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATORS.

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Name	CARL ENGLUND
Address	1633 Daniels Drive North Fort Myers, Florida 33917

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the

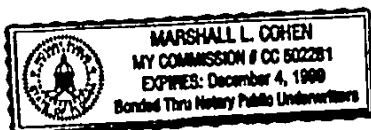
stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 27th day of December, 1996.

Carl Englund
CARL ENGLUND, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a Notary Public, personally appeared CARL ENGLUND, to me known to be the person described as the Incorporator and showed personal identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 27th day of December, 1996.



Marshall L. Cohen
Notary Public-State of Florida

Marshall L. Cohen
(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally known _____ OR Produced identification X
Type of Identification produced Pub. L. St. E. 27-120-25-390-0

CERTIFICATE AND ACCEPTANCE
OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That C. A. ENGLUND'S DELI, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 50 Pine Island Road, North Fort Myers, Florida, County of Lee, State of Florida, has named, CARL ENGLUND, located at 1633 Daniels Drive, North Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Carl Englund
CARL ENGLUND

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