

TRANSMITTAL LETTER

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February 15th, 1997

Department of State
Division of Corporations (Filing)
P.O. Box 6327
Tallahassee, FL 32314

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-02/17/97--01104--010
*****70.00 *****70.00

SUBJECT: **Murray's Deli, Corp.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 (Filing Fee: \$35.00 for articles of incorporation filing and \$35.00 for designation of registered agent).

Please forward back to us written confirmation that the enclosed documents have been filed, reviewed and approved by the State of Florida. Thank you.

FROM: **Seth T. Weinstein, Esquire**
Counsel for Murray's Deli, Corp.
Sokoloff & Weinstein, P.A., Attorneys at Law
11440 Okeechobee Blvd., Suite 104
Royal Palm Beach, FL 33411

FILED
97 FEB 17 PM 3:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Signature]
Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 104, Royal Palm Beach, Florida 33411

Tel: 407-790-6788/790-4505

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ARTICLES OF INCORPORATION
OF

Murray's Deli, Corp.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Corporation Act, **Florida Statute Chapter 607**, hereby associate ourselves and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

Murray's Deli, Corp.

ARTICLE II: PURPOSE

Murray's Deli, Corp. shall be organized under Florida Statute Chapter 607 as a for-profit corporation with the dual purpose of operating as a delicatessen as well as a restaurant for both take-out and sit-down dining.

Additionally, Murray's Deli, Corp. shall be organized under Florida law to conduct any lawful activity for which corporations may be organized under the law in the State of Florida.

Murray's Deli, Corp. may invest its corporate funds into real estate, mortgages, stocks, bonds, and any other type of investments, and may own real and personal property necessary for the rendering of any and all services authorized hereby.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be in the City of West Palm Beach, Palm Beach County, Florida.

ARTICLE IV: MAILING ADDRESS

The mailing address of the corporation shall be 5700 Okeechobee Boulevard, Suite Numbers 10A & 10B, West Palm Beach, Florida 33417.

ARTICLE V: DESIGNATION OF REGISTERED AGENT

The name of the registered agent of Murray's Deli, Corp. shall be Seth T. Weinstein, Esquire, of Sokoloff & Weinstein, P.A., Attorneys at Law, 11440 Okeechobee Blvd., Suite 104, Royal Palm Beach, Florida 33411.

ARTICLE VI: SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be one hundred (100) shares with a par value of One Thousand Dollars (\$1,000.00) per share, all of which shall be common stock of the same class.

ARTICLE VII: OWNERSHIP OF SHARES

Patrick Murray acting as Co-Director of Murray's Deli, Corp. shall be issued sixty (60) shares of common stock and Esther-Ann Durak acting as co-director of Murray's Deli,

Corp. shall be issued forty (40) shares of common stock.

ARTICLE VIII: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IX: BOARD OF DIRECTORS/INCORPORATORS

The names and post office addresses of the first board of directors/incorporators, who subject to these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

- (1) Patrick Murray, Co-Director:
7208 NW 43rd Street
Coral Springs, Florida 33065
- (2) Esther-Ann Durak, Co-Director:
12266 Royal Palm Blvd.
Coral Springs, Florida 33065

ARTICLE X: CORPORATE OFFICERS

In addition to serving as Co-Directors of Murray's Deli, Corp., Patrick Murray shall serve as President of Murray's Deli, Corp., Esther-Ann Durak shall serve as Vice President of Murray's Deli, Corp. and Charles Bradley shall serve as Secretary and Treasurer of Murray's Deli, Corp. who subject to these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified to serve.

ARTICLE XI: PROFIT/DEBT SHARING

All debts and obligations shall be borne among the shareholders in proportion to their

relative shares. However, if the debt or obligation arose from a matter outside the scope of Murray's Deli, Corp. or outside the duties of the individual(s) incurring such a debt or obligation with respect to his (their) role(s) in Murray's Deli, Corp., then Murray's Deli, Corp. or its respective constituents will *not* be liable or responsible for any such debt or obligation in its entirety.

Profit sharing, salaries, dividends and bonuses will be divided among all shareholders in proportion to their respective shares.

ARTICLE XII: DEATH

Upon the death of a stockholder, his or her shares of stock in this corporation shall be freely transferrable and shall pass via the deceased stockholder's will/trust, etc. The shareholders of Murray's Deli, Corp. shall hold their shares as a "tenancy in common."

ARTICLE XIII: MANAGEMENT/AFFILIATION

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of Murray's Deli, Corp.

- (1) Such directors/shareholders of Murray's Deli, Corp. shall from time to time create, readdress and amend by-laws for the corporation as the directors/shareholders should see fit.
- (2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the board of directors of Murray's Deli, Corp. is expressly authorized to create, adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the directors may be altered, amended or repealed by the stockholders.
- (3) The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their

offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the board of directors subject to the by-laws.

(4) Subject to the restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws (not attached), the board of directors of Murray's Deli, Corp. shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

ARTICLE XIV: RESERVATION OF RIGHTS

The directors of Murray's Deli, Corp. reserve the right to amend, alter, change or repeal any provision herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hand and seals this 15th day of February, 1997, for the purpose of forming Murray's Deli, Corp. under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Patrick Murray
Patrick Murray, Incorporator

Esther-Ann Durak
Esther-Ann Durak, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Patrick Murray, and Esther-Ann Durak who, upon being first duly sworn, acknowledged that they executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of February, 1997.

Seth T. Weinstein
Notary Public: State of Florida at Large



SETH TAD WEINSTEIN
My Commission CC333436
Expires Dec. 01, 1997
Bonded by HAI
800-422-1555

My Commission Expires:

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 607.0501 or 617.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

(1) The name of the corporation is:

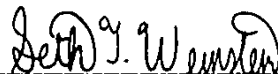
Murray's Deli, Corp.

(2) The name and address of the registered agent and office is:

**Seth T. Weinstein, Esquire
Sokoloff & Weinstein, P.A., Attorneys at Law
11440 Okeechobee Boulevard, Suite 104
Royal Palm Beach, Florida 33411**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



2/15/97

Seth T. Weinstein, Esq. for Sokoloff & Weinstein, P.A., Attys at Law