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AUTHORIZATION :

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ORDER DATE : March 17, 1997

ORDER TIME : 8:49 AM

ORDER NO. : 295291-005

CUSTOMER NO: 81817A

CUSTOMER: Jeffrey B. Marks, Esq
RYAN & MARKS

3000-8 Hartley Road

Jacksonville, FL 32257

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DOMESTIC FILING

NAME: D & G EUROPEAN DELI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 MAR 17 AM 11:38
TALLAHASSEE, FLORIDA
RECEIVED
97 MAR 17 AM 9:55
DIVISION OF CORPORATION

Dmc
3-17-97

ARTICLES OF INCORPORATION
OF
D & G EUROPEAN DELI, INC.
A FLORIDA CORPORATION FOR PROFIT

FILED
97 MAR 17 AM 11:38
SEC. OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE: These Articles of Incorporation were prepared in conformity with, and this corporation is organized under, the provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607.

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ARTICLE I
NAME

The name of this corporation shall be D & G EUROPEAN DELI, INC., a Florida corporation for profit.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business or mailing address of this corporation shall be 3935-03 Toledo Road, Jacksonville, Florida 32217.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common, voting stock at \$1.00 par value.

**ARTICLE IV
TERM OF EXISTENCE**

The existence of this corporation begins as of the time that these Articles are accepted for filing by the Florida Department of State. This corporation is to exist perpetually.

**ARTICLE V
OFFICERS AND DIRECTORS**

The Board of Directors of this corporation must consist of one or more individuals. The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

POSITIONS HELD

NAME AND ADDRESS

President and Director

Dan Johnson
508 Marsh Cove Lane
Ponte Vedra Beach, Florida 32082

Vice-President, Secretary,
Treasurer and Director

Gregory Merzon
4125 Castlebay Drive
Jacksonville, Florida 32257

ARTICLE VI INCORPORATOR

The names and street addresses of the incorporators to these Articles of Incorporation are:

Dan Johnson
508 Marsh Cove Lane
Ponte Vedra Beach, FL 32082

Gregory Merzon
4125 Castlebay Drive
Jacksonville, FL 32257

ARTICLE VII DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the registered agent and registered office for this corporation are:

Dan Johnson
3935-03 Toledo Road
Jacksonville, Florida 32217

ARTICLE VIII NOTICES

All notices required by Florida Statutes Chapter 607, including notices to shareholders and directors, may be in writing or in any other mode (including oral) of communications permitted by Florida Statutes Chapter 607, or the By-laws of this corporation.

ARTICLE IX BY-LAWS

At the organizational meeting of this corporation, the incorporators (or their successors or assigns) shall adopt the initial by-laws. By-laws may be adopted, amended, or repealed, as provided by Florida Statutes, Chapter 607, or the by-laws themselves.

ARTICLE X PURPOSE AND POWERS OF THIS CORPORATION

This corporation is organized for the purpose of transacting any and all lawful business. This corporation shall have all the powers now existing or hereafter given to it by any applicable jurisdiction, including, but not limited to, all powers given by Florida Statutes, Chapter 607.

ARTICLE XI PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new capital stock of this corporation of the same kind, class, or series, as the case may be, as that which he/she already holds, shall have the right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII AMENDMENTS

The procedure for proposing and adopting amendments to these Articles of Incorporation shall be as provided by Florida Statutes, Chapter 607.


ARTICLE XIII TAXATION


This corporation shall be entitled to make elections or adopt plans from time to time as provided by Federal, State, or local tax laws and regulations.

ARTICLE XIV INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

This corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or director of this corporation, or is or was serving at the request of this corporation as an officer or director of another corporation, against any liability asserted against any of them and incurred by any of them in that capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article.


14th The undersigned incorporators have executed these Articles of Incorporation this day of March, 1997.


Dan Johnson


Gregory Merzon

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Dan Johnson, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Dan Johnson

March 14, 1997