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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

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NAME: DAVID'S DELI, INC.

AUDIT NUMBER.....H97000005092

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

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**ARTICLES OF INCORPORATION
OF
DAVID'S DELI, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is DAVID'S DELI, INC.

**ARTICLE II
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by: Howard N. Kahn, Esq.
Bar No. 724416
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
4000 Hollywood Blvd., Suite 485 So.
Hollywood, FL 33021
Phone: (954)966-2112

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ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of its initial registered agent is:

Howard N. Kahn
4000 Hollywood Boulevard
Suite 485 South
Hollywood, Florida 33021

ARTICLE VI
DIRECTORS

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person to serve as member of the initial board of directors is:

Stephen M. Beyer, Esq.
4600 Sheridan Street
Suite 201
Hollywood, FL 33021

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Howard N. Kahn
4000 Hollywood Boulevard
Suite 485 South
Hollywood, Florida 33021

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ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

ARTICLE IX
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation is:

c/o Stephen M. Beyer, Esq.
4600 Sheridan Street
Suite 201
Hollywood, Florida 33021

Executed by the undersigned on the 27 day of March, 1997.

INCORPORATOR



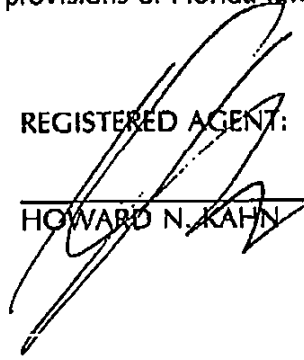
HOWARD N. KAHN

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ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

REGISTERED AGENT:



HOWARD N. KAHN

kahn\boya\ddavid\dav-dell.aol

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