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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

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FAX #: (305)541-3770

NAME: THE ITALIAN FOOD DEPOT, INC.  
AUDIT NUMBER.....H97000006150  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF  
THE ITALIAN FOOD DEPOT, INC.

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ARTICLE I- NAME

The name of the corporation is THE ITALIAN FOOD DEPOT, INC.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business and the mailing address for the corporation shall be: 3429 Galt Ocean Dr., Fort Lauderdale, Florida 33308.

ARTICLE III - COMMENCEMENT

This corporation shall commence on upon the filing of these Articles. This corporation is to have perpetual existence unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things hereinafter mentioned, as fully, and to the same extent, as natural persons might or could do, viz:

To transact any and all lawful business.

This instrument prepared by:

NICK M. KANELLOS, ESQ.  
2400 East Commercial Boulevard  
• Suite 706  
Fort Lauderdale, Florida 33308  
(954) 351-8400  
Fla. Bar No. 290173

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ARTICLE V- CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of One and No/100 Dollar (\$1.00) par value common stock.

ARTICLE VI- PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, call or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3429 Galt Ocean Dr., Ft. Lauderdale, Florida 33308, and the name of the initial registered agent of this corporation is Sandra L. Fisher.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) sole director initially. The name and address of the initial director is as follows:

Sandra L. Fisher  
3429 Galt Ocean Dr.  
Ft. Lauderdale, FL 33308

ARTICLE IX - INITIAL OFFICERS

The corporation shall have one (1) officer initially. The name and address of the initial officer is as follows:

Sandra L. Fisher  
President, Secretary and Treasurer  
3429 Galt Ocean Dr.  
Ft. Lauderdale, FL 33308

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**ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles  
is:

Sandra L. Fisher  
3429 Galt Ocean Dr.  
Ft. Lauderdale, FL 33308

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 15<sup>th</sup> day of April, 1997.

Sandra L. Fisher  
SANDRA L. FISHER

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, a notary public  
authorized to take acknowledgements in the State and County set  
forth above, personally appeared SANDRA L. FISHER, who is  
personally known to me or has produced Drivers License as  
identification, and he acknowledged before me that he executed the  
foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in  
the State and County aforesaid this 15<sup>th</sup> day of April,  
1997.

NOTARY PUBLIC:

Sign Carol P. Hutto

Print CAROL P. HUTTO

My commission expires:



Carol P. Hutto  
My Commission OC579408  
Expires Aug. 08, 2000

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That THE ITALIAN FOOD DEPOT, INC.  
desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, County of Broward, State of Florida, has named Sandra L. Fisher, located at 3429 Galt Ocean Dr., City of Fort Lauderdale, County of Broward, State of Florida 33308, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Sandra L. Fisher  
Registered Agent  
Sandra L. Fisher

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