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Garrabrants & Diskey, P.A.

Attorneys at Law

FILED

6008 Main Street  
New Port Richey, Florida 34653

87 MAY -9 PM 2:22

TALLAHASSEE, FLORIDA

Edson L. Garrabrants, Jr., Esq.  
Daniel D. Diskey, Esq.  
D. Keith Hammond, Esq.

May 6, 1997

(813) 842-2702  
Fax no. (813) 841-9232

Secretary of State  
State of Florida, Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

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-05/09/97--01031--020  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Top Choice Meat Market & Deli, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of Top Choice Meat Market & Deli, Inc., together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is my check in the amount of \$122.50 to cover the following fees and tax:

1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copies of Articles of Incorporation

Please certify the enclosed copy of the Articles of Incorporation and return same to me in the envelope provided.

Thank you very much for your cooperation in this matter.

Sincerely,

GARRABRANTS & DISKEY, P. A.

Edson L. Garrabrants, Jr.

ELG/ds  
enc.

OK  
5/12/97

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TOP CHOICE MEAT MARKET & DELI, INC.

ARTICLE I - NAME

The name of this Corporation is TOP CHOICE MEAT MARKET & DELI, INC..

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This Corporation is organized to include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1975) as presently enacted and as it may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7367 Turf Lane, Spring Hill, Fl 34606 and the name of the initial registered agent of this Corporation at that address is RONALD BATES.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Ronald Bates	7367 Turf Lane, Spring Hill, Fl 34606

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

Ronald Bates	7367 Turf Lane, Spring Hill, Fl 34606
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ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

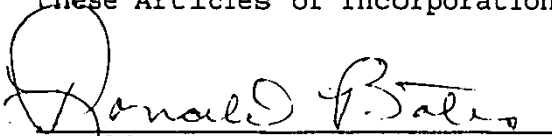
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - PRINCIPAL OFFICE

The principal office of the corporation will be at:

7367 Turf Lane, Spring Hill, Fl 34606

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6 day of May, 1997.

  
\_\_\_\_\_  
Ronald Bates

STATE OF FLORIDA

COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 6 day of May, 1997 by Ronald Bates, who is personally known to me or who has produced a driver's license or a non-driver's I.D. issued by a state of the United States as identification and who took an oath.

\_\_\_\_\_  
(Signature)



EDSON L. GARRABRANTS, JR.

MY COMMISSION # CC384522 EXPIRES

July 30, 1998

BONDED THRU TROY FAIR INSURANCE, INC

\_\_\_\_\_  
(Printed Name)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Serial No.)

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA

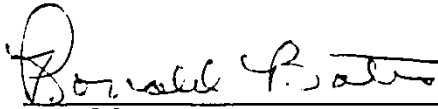
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Pursuant to Florida Statute 48.091, TOP CHOICE MEAT MARKET  
DELI, INC., desiring to organize under the laws of the State of  
Florida, hereby designates Ronald Bates, as its Registered Agent to  
accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as  
Registered Agent to accept service of process for the above named  
corporation, at the place designated above, and agrees to comply  
with the provisions of Florida Statute 48.091(3) relative to  
maintaining an office for the service of process.

  
\_\_\_\_\_  
Ronald Bates