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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 480783 7133590

AUTHORIZATION :

*Patricia Pigot*

COST LIMIT : \$ 70.00

ORDER DATE : July 30, 1997

ORDER TIME : 1:18 PM

ORDER NO. : 480783-005

CUSTOMER NO: 7133590

400002258754--3

CUSTOMER: Mr. Peter J. Ballas  
MR. PETER J. BALLAS

11606 N. Dale Mabry Highway

Tampa, FL 33618

DOMESTIC FILING

NAME: CARROLLWOOD DELI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

FILED  
97 AUG -5 AM 8:43  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
97 AUG -5 PM 3:42  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

SN AUG - 6 1997

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97 AUG -5 AM 8:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CARROLLWOOD DELI, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CARROLLWOOD DELI, INC.

The address of the principal office of this corporation shall be 11606 North Dale Mabry Highway, Tampa, Florida 33618, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5213 Lawnwood Drive, Temple Terrace, Florida 33617, and the name of the initial registered agent of the corporation at that address is Michael Terle.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

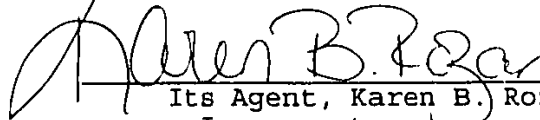
Peter J. Ballas Dir.	11606 North Dale Mabry Highway Tampa, Florida 33618
Michael Terle Dir.	5213 Lawnwood Drive Temple Terrace, Florida 33617
Sally Oakes Ballas Dir.	11606 North Dale Mabry Highway Tampa, Florida 33618

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these  
Articles of Incorporation on August 5, 1997.

A handwritten signature in cursive script, appearing to read "Karen B. Rozar", is written over a horizontal line.

Its Agent, Karen B. Rozar  
Incorporator

LH/RWW

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Michael Terle, an individual residing in this  
state, having a business office identical with the registered  
office of the corporation named below, and having been  
designated as the Registered Agent in the above and foregoing  
Articles of Incorporation of:

CARROLLWOOD DELI, INC.

Michael Terle is familiar with and accepts the  
obligations of the position of Registered Agent under Section  
607.0505, Florida Statutes.

By: Michael Terle

Typed Name: Michael Terle

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