

2115-B Crescent Wood Road
Navarre, FL 32566

August 16, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O.Box 6327
Tallahassee, FL 32314

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-08/19/97--01059--007
*****70.00 *****70.00

Gentlemen:

Please find enclosed the duplicate original Articles of Incorporation for Manhattan Deli & Pizzeria, Inc., a Florida Corporation. A check for \$ 70.00 is presented for State charges for processing.

The effective date for this corporation shall be August 16, 1997.

Please return duplicate copy with Certificate of Incorporation to 2115-B Crescent Wood Road, Navarre, FL 32566.

Thank you for your assistance in forming this corporation.

Sincerely,

Adem Tuncer

Adem Tuncer
2115-B Crescent Wood Road
Navarre, FL 32566
(h) 850-936-9085
(w) 850-936-0014

~~4497-19307~~

Dmc
8/20/97

~~0524~~

EFFECTIVE DATE
8-16-97

FILED
97 AUG 19 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1997

ADEM TUNCER
2115-B CRESCENT WOOD ROAD
NAVARRE, FL 32566

SUBJECT: MANHATTAN DELI & PIZZERIA, INC.
Ref. Number: W97000019307

We have received your document for MANHATTAN DELI & PIZZERIA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date (August 16, 1997) must be stated in the document. Please correct Article 4 to reflect this date.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 897A00042178

ARTICLES OF INCORPORATION

OF

MANHATTAN DELI & PIZZERIA, INC.

(A Florida Corporation for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

EFFECTIVE DATE

8-16-97

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is MANHATTAN DELI & PIZZERIA, INC., and its principal office and mailing address is 2115-B Crescent Wood Road, Navarre, FL 32566.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is to maintain and operate a restaurant.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$ 1.00) each. Such stock shall be of a single class.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of the articles. The effective date of this corporation shall be August 16, 1997.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 2115-B Crescent Wood Road, Navarre, FL 32566. The registered agent is Adem Tuncer.

ARTICLE SIX

BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The name and address of the initial board of directors of the corporation is as follows:

Adem Tuncer
2115-B Crescent Wood Rd
Navarre, FL 32566

Rosie Highbaugh
2115-B Crescent Wood Rd
Navarre, FL 32566

The person named as the initial director shall hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE SEVEN

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT

REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE ELEVEN

INCORPORATOR

The name and address of the incorporator is:

Adem Tuncer
2115-B Crescent Wood Rd
Navarre, FL 32566

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on August 16, 1997.

Adem Tuncer
ADEM TUNCER, Incorporator

ACKNOWLEDGEMENT

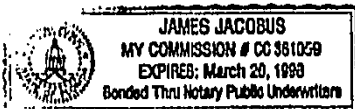
STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared ADEM TUNCER, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.

James Jacobus
Notary Public

My Commission Expires:



ACCEPTANCE BY THE REGISTERED AGENT

I, ADEM TUNCER, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on August 16, 1997.

Adem Tuncer
ADEM TUNCER, Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA