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FROM: EMPIRE CORPORATE KIT COMPANY   ACCT#: 072450003255
      CONTACT: RAY   STORMONT
      PHONE: (305)541-3694   FAX #: (305)541-3770

NAME: DELICATESSEN, PAN'S & COMPANY, INC.
      AUDIT NUMBER......H97000015976
      DOC TYPE.........FLORIDA PROFIT CORPORATION OR P.A.
      CERT. OF STATUS..0   PAGES....... 5
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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is

Delicatessen, Pan's & Company, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of retail and wholesale sales of delicatessens.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Prepared by:
Eduardo J. Mendez
9370 Sunset Dr #A-214
Miami, Florida 33173
(305) 275-5588

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100   Such shares shall be of a single class, and shall be ⁵.00   par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferrable only to natural persons

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal   . office of the corporation is 1207 S.W. 131 Place Circle West, Miami, Florida 33184.

ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is two . The name and address of each person who is to serve as a member of the initial board of directors is:

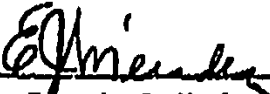| NAME	ADDRESS
President/Treasurer Jose M. Torrens	4575 S.W. 68th Court Circle # 2, Miami, FL 33155
Vice-President/Secretary Jose J. Eseverri	1207 S.W. 131 Place Circle West, Miami, FL 33184

ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Eduardo J. Mendez	9370 S.W. 72nd St. # A-214, Miami, Florida 33173

Executed by the undersigned at __Miami, Florida__ , on __September 25__ , 1997 .

Eduardo J. Mendez

Eduardo J. Mendez

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CERTIFICATE DESIGNATING (OR CHANGING) 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 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That Delicatessen, Pan's & Company, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Miami , County of Dade State of Florida has named Eduardo J. Mendez located at 9370 S.W. 72nd St. , Suite A-214 City of Miami County of Dade State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in the 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

Eduardo J. Mendez

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