

Law Office of Steven W. Hair, J.D.

P97000101992



November 25, 1997

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

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-12/01/97--01169--023
****122.50 ****122.50

RE: ORLANDO CAFE & DELI, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

I am enclosing our check in the amount of \$122.50 covering the Filing Fee, Certificate Designating Registered Agent and Certified Copy.

Sincerely,

Steven W. Hair, Esq.

Enclosures

copy: client

FILED
97 DEC - 1 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 12/3/97

ARTICLES OF INCORPORATION
OF
ORLANDO CAFE & DELI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I: NAME

The name of this corporation shall be ORLANDO CAFE & DELI, INC.

ARTICLE II: DURATION

This Corporation shall have perpetual existence and same shall commence its corporate existence at the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III: PURPOSE

The general purpose of which this Corporation is organized includes the transaction of any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV: GENERAL POWERS

This Corporation shall have the following corporate powers, to-wit:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property of any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees in accordance with Sec. 607.141, F.S..

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in or obligations of the United States, or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledged of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this State.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws not inconsistent with its Articles of Incorporation or with the laws of this State for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and

employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(o) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V: SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue shall be ONE-THOUSAND shares of common class only with a par value of One and 00/100 dollar (\$1.00) per share. Each holder of common stock in this Corporation shall be entitled to one vote for each share of common stock held by him or her.

ARTICLE VI: PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares in said corporation.

ARTICLE VII: REGISTERED OFFICE

The street address of the Corporation's initial registered office is 3218 West Kennedy Blvd., Tampa, FL 33605.

ARTICLE VIII: REGISTERED AGENT

The name of the Corporation's initial registered agent at the above-mentioned address is Carlo Orlando.

ARTICLE IX: BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of one or more members, and the exact number thereof to be fixed by the bylaws of said Corporation. The initial Board of Directors shall consist of one member, whose name is Carlo Orlando. He shall hold office until the first annual meeting of the shareholders, and until their successor shall have been elected and qualified, or until their earlier resignation, removal from office or death, whichever shall first occur.

ARTICLE X: INCORPORATORS

The following person shall act as the incorporator of ORLANDO CAFE & DELI, INC., by signing and delivering, or causing to be delivered, said Articles of Incorporation, in duplicate, to the Department of State of the State of Florida: Carlo Orlando.

ARTICLE XI: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors. Bylaws adopted by the Board of Directors may be repealed or changed, and new bylaws may be adopted by the shareholders, and the shareholders may prescribe in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set her hand and seal this 24th day of November, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and she does hereby make and file in the Office of the Secretary of State, State of Florida, this Certificate of Incorporation, and certify that the facts herein stated are true.


Carlo Orlando, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, this day personally appeared Carlo Orlando, who is personally known to me or who produced Florida Driver's License as identification, and executed the foregoing Articles of Incorporation of ORLANDO CAFE & DELI, INC., and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal this 24th day of November, 1997.



RHONDA M HAIR
My Commission CC517318
Expires Dec. 11, 1999


NOTARY PUBLIC

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

That ORLANDO CAFE & DELI, INC., desiring to organize or
qualify under the laws of the State Of Florida, with its principal
place of business at 3218 West Kennedy Blvd., Tampa, FL 33605, has
appointed Carlo Orlando, 3218 West Kennedy Blvd., Tampa, FL 33605,
as its agent to accept service of process within Florida.

SIGNATURE

TITLE

DATE

Carlo Orlando
Incorporator

11-24-97

ACCEPTANCE

I am familiar with and accept the duties and responsibilities
as Registered Agent for said corporation.

SIGNATURE

DATE

Carlo Orlando

11-24-97

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TALLAHASSEE, FLORIDA