

ALEXANDER, DAMBRA & DUHL, P.A.

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P98000015848

January 16, 1998

Secretary of State
State of Florida
Post Office Box 5588
Tallahassee, Florida 32399

Attention: Corporation Filing

Re: Dee Dee's Deli, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for Dee Dee's Deli, Inc. along with our firm check in the amount of \$77.50. Please file the original and return the copy to me with the filing information stamped on it.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Karen Levin Alexander

KLA:cmo
Enclosures
cc: Denise Jones (w/o enclosure)
SECSTATE.LTR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kathy
Kathy GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 6.1
DATE 2/18/98
DOC. EXAM TM

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**ARTICLES OF INCORPORATION
OF
DEE DEE'S DELI, INC.**

The undersigned hereby establishes the following 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 of Corporation

The name of this Corporation shall be DEE DEE'S DELI, INC., with its principal office address: 17801 North 130th Avenue, Jupiter, FL 33458.

ARTICLE II

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business; except that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telephone, telegraph or cemetery building, a building and loan association, fraternal benefit society or state fair exposition.

(c) To do any and everything pertinent to the above.

ARTICLE III

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

Preemptive Rights

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

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TALLAHASSEE, FLORIDA

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 17801 North 130th Avenue, Jupiter, Florida 33458, and the name and address of the initial registered agent of this Corporation is: Denise Jones 17801 North 130th Avenue, Jupiter, FL, 33458.

ARTICLE VII

Initial Board of Directors

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

Denise A. Jones	5518 Golden Eagle Circle Palm Beach Gardens, Florida 33418
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ARTICLE VIII

By-laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

Indemnification

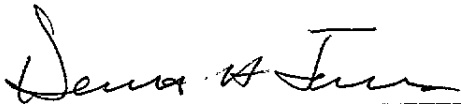
This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Incorporator

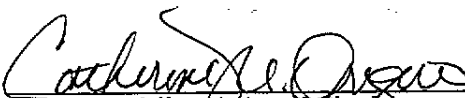
The name and address of the person signing these Articles is as follows: Denise A. Jones, 5518 Golden Eagle Circle, Palm Beach Gardens, Florida 33418.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of January, 1998.


Denise A. Jones

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of January, 1998, by Denise A. Jones, who is personally known to me or who has produced _____ as identification.


Notary Public, State of Florida
My Commission Expires:

(Notary Seal)

Catherine M. Oregero

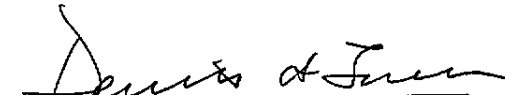
Print Name of Notary Public



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

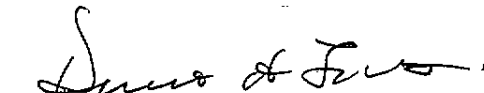
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT DEE DEE'S DELI, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT TOWN OF PALM BEACH, STATE OF FLORIDA, HAS NAMED DENISE JONES, LOCATED AT 17801 NORTH 130TH AVENUE, JUPITER, FLORIDA 33458 STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Denise A. Jones, President

January 15, 1998
(Date)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


DENISE JONES

January 15, 1998
(Date)

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TALLAHASSEE, FLORIDA