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March 11, 1998

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Re: Articles of Incorporation - New England Deli, Inc.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for New England Deli, Inc. for filing with your office. Also enclosed is a check in the amount of \$122.50 for processing.

Thank you for your assistance in this matter.

Very truly yours,

SLAYMAKER AND NELSON, P.A.

*John A. Nelson*  
John A. Nelson, Esquire

FILED  
MAR 16 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN/kmr

Enclosures

P. Hall  
MAR 17 1998

**ARTICLES OF INCORPORATION  
OF  
NEW ENGLAND DELI, INC.**

FILED  
98 MAR 16 PM 1:04

The undersigned, acting as the incorporator of **NEW ENGLAND DELI, INC.**, under the Florida General Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION:** The name of the Corporation is **NEW ENGLAND DELI, INC.**

**ARTICLE II - COMMENCEMENT OF EXISTENCE:** The existence of the corporation will commence on the date of filing these Articles of Incorporation.

**ARTICLE III - PURPOSE:** This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV - AUTHORIZED SHARES:** The maximum number of shares that the corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT:** The street address of the initial registered office of the corporation is 2218 Highway 44 West, Inverness, Florida 34453 and the name of the corporation's initial registered agent at that address is John A. Nelson.

**ARTICLE VI - PRINCIPAL OFFICE:** The street address of the principal office of the corporation is 2227 W. Snowy Egret Place, Citrus Springs, Florida 34434.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS:** The corporation shall initially have two (2) Directors. The number of Directors may be either increased or diminished from time to time, as provided in the bylaws, but never shall be less than one. The name and address of the initial Directors are:

Nancy L. Christofaro  
2227 W. Snowy Egret Place  
Citrus Springs, Florida 34434

Robert W. Christofaro, Sr.  
2227 W. Snowy Egret Place  
Citrus Springs, Florida 34434

**ARTICLE VIII - INCORPORATOR:** The name and address of the original incorporator is as follows:

John A. Nelson  
Slaymaker and Nelson, P.A.  
2218 Highway 44 West  
Inverness, Florida 34453

The incorporator of the corporation assigns to this corporation its rights under Section 607.0201 of the Florida Statutes, to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights they may have as an incorporator to acquire any of the capital stock of this corporation, assignment becoming effective on the date corporate existence begins.

**ARTICLE IX - BYLAWS:** The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and also in the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

**ARTICLE X - AMENDMENTS:** The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

**IN WITNESS WHEREOF**, the undersigned incorporator have executed these Articles of Incorporation at Inverness, Citrus County, Florida, this 11 day of March, 1998.



John A. Nelson

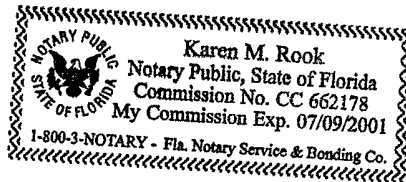
**NOTARY ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF CITRUS

Before me, the undersigned authority, personally appeared John A. Nelson who is well known to me to be the person described and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Inverness, Citrus County, Florida this 11<sup>th</sup> day of March, 1998.

Karen M. Rook  
Notary Public



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

**FILED**  
**98 MAR 16 PM 1:04**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Section 607.0501 of the Florida Statutes, **NEW ENGLAND DELI, INC.**, desiring to organize under the laws of the State of Florida, does hereby name **JOHN A. NELSON** of 2218 Highway 44 West, Inverness, Florida 34453 and whose business address is 2218 Highway 44 West, Inverness, Florida 34453 as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation at the place so designated, I, **JOHN A. NELSON**, do hereby accept appointment in such capacity and agree to comply with the provision of Chapter 607 of the Florida Statutes, relative to keeping open said office. I further certify that I am familiar with, and accept, the obligations provided for in Section 607.0505 of the Florida Statutes.

Dated this 11 day of March, 1998.

  
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**JOHN A. NELSON**