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LAW OFFICE OF

C. MICHAEL CONTER, P.A.

Paramount Triangle, Suite 216
8902 N. Dale Mabry Highway
Tampa, Florida 33614
Tel (813) 935-8852 Fax (813) 930-9822

March 19, 1998

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

100002463631--7
-03/20/98-01082-005
*****70.00 *****70.00

Re: Lunchbox Deli, Inc.
Articles of Incorporation

Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation for the above proposed corporation, together with a check in the amount of \$70.00, which covers the filing fees.

I would appreciate your forwarding the enclosed copy of the Articles with date of filing to me at your earliest convenience.

Yours very truly,



C. Michael Conter

Fmlet/CorpArticles
CMC/kc
Enclosures

FILED
98 MAR 20 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FN 3-23-98

ARTICLES OF INCORPORATION

OF

LUNCHBOX DELI, INC.

FILED
98 MAR 20 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a Corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is: **Lunchbox Deli, Inc.**

ARTICLE II

The term of the Corporation shall be perpetual.

ARTICLE III

The general purpose of this Corporation is to engage in and transact any lawful business activity permitted for a Corporation under the laws of the United States and the State of Florida and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common One Dollar per share par value stock.

ARTICLE V

The principal office of this Corporation is located at 7004 W. Waters Avenue, Tampa, FL 33634. The Board of Directors may from time to time move the principal office of the Corporation to another address in the State of Florida.

ARTICLE VI

The number of Directors constituting the initial Board of Directors shall be three. The number of Directors may be increased or decreased from time to time in accordance with the by-laws of the Corporation, but shall never be less than one (1). The name and address of the Director constituting the initial Board is as follows:

NAME	ADDRESS
Daniel Wade	7717 Marbella Creek Avenue Tampa, FL 33615
Jeniel Wade	7717 Marbella Creek Avenue Tampa, FL 33615
Lonnie Moore	1208 Memory lane Lutz, FL 33549

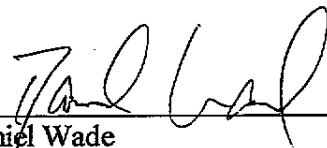
ARTICLE VII

These Articles of Incorporation may be amended by majority vote of the outstanding shares of Common Stock or in any other manner provided for by law.

ARTICLE IX

The name of the registered agent of the Corporation is Daniel Wade and the street address of the initial registered office of the Corporation is 7004 W. Waters Avenue, Tampa, FL 33634.

WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 18 day of March, 1998.

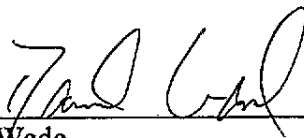


Daniel Wade
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Lunchbox Deli, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 18 day of March, 1998.



Daniel Wade
Registered Agent

98 MAR 20 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 18th day of March,
1998 by Daniel Wade, Incorporator, who is personally known to me or who has produced
as identification.

Karen D. Conter
Print Name Karen D. Conter
Notary Public
State of Florida at Large
My commission expires:



KAREN D CONTER
My Commission CC405611
Expires Oct. 18, 1998
Bonded by NFNU
800-224-6368

CorA0318981