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**BELLA'S ITALIAN DELI & MARKET, INC.**

1115 Peacock Avenue, NE

Palm Bay, FL 32907

(407) 951-8027

May 18, 1998

Division of Corporations

Filing Section

P. O. Box 6327

Tallahassee, FL 32314

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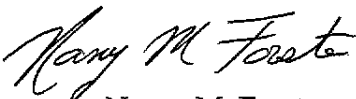
Ref: BELLA'S ITALIAN DELI & MARKET, INC.

Dear Sir/Madam:

Please find attached the original and a copy of our Articles of Incorporation, along with our check for \$122.50 to cover filing and certified copy fees.

Please file the attached articles and registered agent documents as quickly as possible and return to us at the address on this letterhead.

Thank you for your cooperation in this regard,



Nancy M. Forste  
President

Attachments

APPROVED  
AND  
FILED  
98 MAY 22 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAY 27 1998

**ARTICLES OF INCORPORATION  
FOR  
BELLA'S ITALIAN DELI & MARKET, INC.**

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **Bella's Italian Deli & Market, Inc.**
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and State of Florida.
4. **Capital Stock.** The corporation is authorized to issue Ten Thousand (10,000) shares, all of voting Common Stock having a par value of one cent (\$0.01) per share.
5. **Initial Registered Office and Agent and the Principle Office.** The name and address of the initial registered agent and office and the principle office of this corporation is as follows:

Nancy M. Forste  
1115 Peacock Avenue, NE  
Palm Bay, FL 32907

6. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation are:

Nancy M. Forste  
1115 Peacock Avenue, NE  
Palm Bay, FL 32907

7. **Incorporators.** The name and address of the Incorporator signing these Articles of Incorporation are:

Nancy M. Forste  
1115 Peacock Avenue, NE  
Palm Bay, FL 32907


98 MAY 22 AM 10:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

8. **Indemnification of Directors and Officers and Employees.** This corporation shall to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
9. **Amendment of Articles.** The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a sixty-seven percent (67%) vote.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 15th day of April, 1998.

  
Nancy M. Forste, Incorporator

  
Nancy M. Forste, Registered Agent

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

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

**Bella's Italian Deli & Market, Inc.**, desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Palm Bay, County of Brevard, State of Florida, has named Nancy M. Forste as its registered agent to accept service of process within this state.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505

  
Nancy M. Forste, Registered Agent

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AND  
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TALLAHASSEE, FLORIDA