

*P98000054782*

TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 17 PM 4:20

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

900002562619--4  
-06/17/98--01043--012  
\*\*\*\*122.50 \*\*\*\*122.50

**SUBJECT:** GOOD GUYS DELI, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input checked="" type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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**ADDITIONAL COPY REQUIRED**

**FROM:** Donald E. Dempsey, Jr., Esq.  
Name (Printed or typed)

101 N. Woodland Blvd., Suite 200  
Address

DeLand, FL 32720  
City, State & Zip

(904) 738-1150  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF

GOOD GUYS DELI, Inc.

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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is GOOD GUYS DELI, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of filing of Articles of Incorporation by the Department of State.

ARTICLE III. GENERAL PURPOSE

This corporation is organized for the purpose of food sales, restaurant and for the purpose of transacting or engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$10.00 per share.

ARTICLE V. THE PRINCIPAL MAILING OFFICE AND  
INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the principal office and initial registered office of this corporation is:

1192 Glenwood Road  
DeLand, Florida 32720

and the name of the initial registered agent of this corporation at this address is:

Edward Memoli

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws. The names and street addresses of the members of the initial board of directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDWARD MEMOLI (President)	1192 Glenwood Road Deland, Florida 32720
MARTHA ALLEN (Vice President)	5035 Dundee Road Deleon Springs, Florida
MELINDA MEMOLI (Secretary)	1192 Glenwood Road Deland, Florida 32720
ROSE ELIZABETH FESTER (Treasurer)	5035 Dundee Road Deleon Springs, Florida

ARTICLE VII. SUBSCRIBER


The name and street address of the subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDWARD MEMOLI	1192 Glenwood Road DeLand, Florida 32720

ARTICLE VIII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of June, 1998.

  
EDWARD MEMOLI, Subscriber

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared EDWARD MEMOLI, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 15th day of June, 1998.



Patricia L. Weibler  
My Commission CC691153  
Expires October 23, 2001

(NOTARIAL SEAL)

Patricia L. Weibler  
Notary Public, State of Florida


My Commission Expires: 10-23-01

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned subscriber of GOOD GUYS DELI, Inc., hereby designates the following individual as registered agent for this corporation:

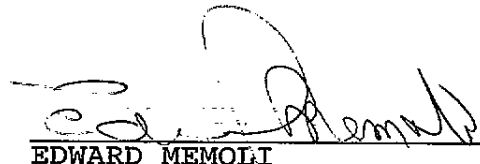
EDWARD MEMOLI  
1192 Glenwood Ave.  
DeLand, Florida 32720

  
EDWARD MEMOLI, Subscriber

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of GOOD GUYS DELI, Inc.

DATED this 15th day of June, A.D. 1998.

  
EDWARD MEMOLI (SEAL)