

Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
ROBERT J. DYKES

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

P98000058227

June 26, 1998

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-06/29/98--01071--007
*****70.00 *****70.00

RE: SOUTH BEACH DELI, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of \$70.00, payable to the Secretary of State, in payment of the requisite filing fee.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning a file-stamped copy to my office in the stamped, self-addressed enveloped provided for your convenience.

Thank you for your assistance in this matter.

Sincerely,

Amy J. Austin
Amy J. Austin
Legal Assistant

:aja
Enclosures

Amy Austin
AUTHORIZATION BY PHONE TO
CORRECT Directors
DATE 6-30-98
DOC. EXAM AMM
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
98 JUN 29 PM 1:12
FILED

FILED
98 JUN 29 PM 1:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

SOUTH BEACH DELI, INC.

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

ARTICLE ONE

The name of the corporation is SOUTH BEACH DELI, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of a delicatessen and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

<u>NAME</u>	<u>SHARES</u>
Virginia L. Bedford	1,000

ARTICLE SIX

The street address of the corporation is 4004 S. 3rd Street, Jacksonville, Florida 32250.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is three (3).
 The name and address of each person who is to serve as a member of the initial board of directors and their respective offices are:

<u>NAME</u>	<u>ADDRESS</u>
Virginia L. Bedford President and Secretary	3360 Pintail Drive N. Jacksonville Beach, FL 32250
Ova L. Bedford Treasurer	3360 Pintail Drive N. Jacksonville Beach, FL 32250
Chad L. Bedford Vice President	3360 Pintail Drive N. Jacksonville Beach, FL 32250

ARTICLE EIGHT

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Virginia L. Bedford	3360 Pintail Drive N. Jacksonville Beach, FL 32250

ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by the unanimous vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Jacksonville, Florida on this 25th day of June, 1998.

WITNESSES:

[Signature]
Greg J. Austin

INCORPORATOR:

Virginia L. Bedford
Virginia L. Bedford

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Virginia L. Bedford, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of June, 1998.



Robert Dykes
MY COMMISSION # CC586319 EXPIRES
September 18, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]

Notary Public, State of Florida
My Commission Expires:
SEAL

INITIAL REGISTERED AGENT OF SOUTH BEACH DELI, INC.

The address of the initial registered agent of the corporation is 3360 Pintail Drive N., Jacksonville Beach, FL 32250, and the name of its initial registered agent at such address is Virginia L. Bedford.

By her signature below, Virginia L. Bedford accepts designation as registered agent of SOUTH BEACH DELI, INC.

Virginia L. Bedford
SOUTH BEACH DELI, INC.

FILED
98 JUN 29 PM 1:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA