XXXXX 78362



ACCOUNT NO. : 072100000032

REFERENCE: 956761

81501A

AUTHORIZATION :

COST LIMIT :

ORDER DATE : September 10, 1998

ORDER TIME : 10:01 AM

ORDER NO. : 956761-005

CUSTOMER NO:

81501A

CUSTOMER: Mr. Howard A. Levine

LEVINE & SEGAUL, P.A.

Suite A-106

4300 N. University Drive Ft. Lauderdale, FL 33351 500002636195--1

NAME:

GRUMPY'S DELI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY ...

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED

98 SEP 10 PM 2:43

ARTICLES OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

OF

GRUMPY'S DELI, INC.

Article I - Name

The name of the corporation shall be: GRUMPY'S DELI, INC.

Article II - Principal Office

The principal place of business and mailing address of this corporation shall be:

6045 NW 31 Ave Ft. Lauderdale, FL 33309

Article III - Capital Stock

EFFECTIVE DATE

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

Article IV - Registered Agent

The name and address of the registered agent is:

Levine & Segaul, P.A. Suite A-106 4300 N. University Drive Fort Lauderdale, FL 33351

Article V - Effective Date

These articles of incorporation shall be effective immediately upon execution.

Article VI - Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

James Caiazza 6045 NW 31 Ave Ft. Lauderdale FL 33309

Sept. 9, 198

The undersigned has executed these Articles of Incorporation on August 19, 1998

Levine & Segaul, P.A. - 4300 N. University Drive - Fort Lauderdale, FL 33351 - 954-749-6705

FILED

CERTIFICATE OF DESIGNATION

98 SEP 10 PM 2: 43

REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

- 1. The name of the corporation is: **GRUMPY'S DELI, INC**
- 2. The name of the registered agent is:

Levine & Segaul, P.A.

Suite A-106

4300 N. University Drive.

Fort Lauderdale, FL 33351

Signature:

hn D. Segaul, V.P.

Sept: 9,199)

Date:

August 19, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH THE AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

LEVINE & SEGAUL, P.A.

Signature:

John D. Segaul

Date:

west 19 1998

Sept. 7, 1998