

P98000101633

November 30, 1998

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation - Ellie's Deli, Inc.

600002700866-7
-12/02/98-01096-008
*****78.75 *****78.75

Dear Sir,

In accordance with my understanding of the requirements to charter the above referenced corporation in the State of Florida, I submit the following enclosed documents:

1. Articles of Incorporation of Ellie's Deli, Inc.

2. A check payable to the "Secretary of State" in the amount of seventy-eight and 75/100 (\$78.75) dollars. This amount is tendered to meet the fees required as follows:

a. filing fee	\$ 35.00
b. designation of registered agent	35.00
c. certificate of status	<u>8.75</u>
Total	\$78.75

Thank you for your prompt attention to this matter.

Sincerely,

Elinor Wain

Elinor Wain, Incorporator --

Ellie's Deli, Inc.

2350 Cypress Pond Rd # 1811
Palm Harbor, FL 34683

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
Ellie's Deli, Inc.**

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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1. Name. The name of the corporation is Ellie's Deli, Inc.

**ARTICLE II
DURATION**

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
PURPOSES**

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any lawful act or activity for which corporations may be organized under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

Section 4.1. Number. The aggregate number of shares that the corporation shall have the authority to issue is one-thousand (1,000) shares of Capital Stock with a par value of one (\$1.00) dollar per share.

Section 4.2. Capital. The amount of capital with which this corporation will begin business shall be not less than one thousand (\$1,000) dollars.

Section 4.3. Class of Stock. The shares of this corporation are all of the same common class.

Section 4.4. Transfer Restriction. Shareholders must first offer shares to the corporation or other existing shareholders, ratably in accordance with their existing ownership percentages, prior to offering shares to other prospective purchasers.

Section 4.5. Merger Approval. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case.

Section 4.6. Other. Shareholders shall have no preemptive rights. Cumulative voting shall not be permitted.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

Section 5.1. Office. The initial street address of the initial registered office of the corporation is:
2350 Cypress Pond Rd # 1811
Palm Harbor, FL 34683

Section 5.2. Mailing Address. The mailing address of this corporation shall be:
2350 Cypress Pond Rd # 1811
Palm Harbor, FL 34683

Section 5.3. Agent. The name of the Corporation's initial registered agent at the address identified in Section 5.1 above is Elinor Wain.

ARTICLE VII
BOARD OF DIRECTORS

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, determined by a majority vote of the directors then in office, but shall never be less than one (1).

Section 6.2. Initial Director. The name and street address of the initial member of the Board of Directors of this corporation is:

<u>Name</u>	<u>Street Address</u>
Elinor Wain	2350 Cypress Pond Rd # 1811 Palm Harbor, FL 34683

ARTICLE VII
BYLAWS

Section 7.1. Bylaws. The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII
INCORPORATOR

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

<u>Name</u>	<u>Street Address</u>
Elinor Wain	2350 Cypress Pond Rd # 1811 Palm Harbor, FL 34683

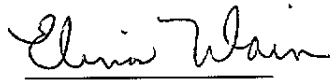
**ARTICLE IX
INDEMNIFICATION**

Section 9.1. Indemnification. To the full extent permitted by the laws of the State of Florida, the corporation shall indemnify the registered agent, any past and present director, officer or employee who has been made or is threatened to be made a party to, witness in, or participant in any civil or criminal lawsuit or any administrative, arbitral, legislative or investigative proceedings by reason of the fact that the person is a registered agent, director, officer or employee of this corporation.

**ARTICLE X
AMENDMENT**

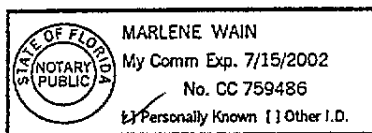
Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

WITNESS the hand and seal of the subscriber this 13th Day of November, 1998


Elinor Wain

The following instrument was acknowledged before me this 30th Day of November, 1998 by

STATE OF FLORIDA)
)ss
COUNTY OF PINELLAS)



*Elinor Wain is
personally known to me.*

*Marlene Wain - Notary Public:
my commission expires 7/15/2002*

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE
SERVICE OF PROCESS WITHIN FLORIDA**

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted. Ellie's Deli, Inc., desiring to organize under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation , has named Elinor Wain as its agent to accept service of process at the registered office within this state, at 300 S. Florida Ave 100B, Palm Harbor, FL 34683.

ACKNOWLEDGEMENT

Having been named to accept service of process for Ellie's Deli, Inc., at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Elinor Wain, Registered Agent

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