

Wahib Arbid  
4595 Arthur street  
Palm Beach Gardens, FL 33418  
(561) 845-0605

January 15, 1999

P99000009073

Florida Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, FL 32314

000002754010--3  
-01/25/99--01133--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: Frank's Deli International Foods. Inc.**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find my check in the amount of Seventy dollar ( \$ 70.00) witch covers the following:

Charter filing : \$35.00

Registered Agent fee : \$35.00

Kindly file same and return the copy to me marked "filed" to the above address. Enclosed please find a SASE for your convenience. If I can be of further assistance to you regarding this matter please do not hesitate to call me .

Thank you in advance for your cooperation in this matter.

Very truly yours,

*Wahib Arbid*

Wahib Arbid

Dmc  
1-29-99

Enclosures:

FILED  
99 JAN 25 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

99 JAN 25 AM 9:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
Frank's Deli International Foods, Inc.**

The undersigned, for the purposes of forming a corporation under the FLORIDA GENERAL CORPORATION Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I : Name.**

The name of this corporation is **Frank's Deli International Foods, Inc.**

**ARTICLE II: Duration.**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

**ARTICLE III: Purpose.**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV: Capital Stock.**

The aggregate number of shares which corporation shall have to issue is 100, all of which shall be common shares with par value of \$1.

**ARTICLE V: Preemptive Rights Granted.**

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE VI: Initial Registered Office and Agent.**

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

4595 Arthur street.  
Palm Beach Gardens, FL 33418

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

Wahib Arbid

**ARTICLE VII: Initial Board of Directors.**

This corporation shall have two directors constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the BY-LAWS. The name of the initial board of directors of this corporation are:

Wahib Arbid  
*President/ Secretary/Treasurer*

**ARTICLE VIII: Incorporators.**

The name and street address of the person signing these Articles is:

Wahib Arbid  
4595 Arthur street.  
Palm Beach Gardens ,FL 33418

**ARTICLE IX: Indemnification.**

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

**ARTICLE X: Amendment:**

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the share holders is subject to this reservation.

**ARTICLE XI: BY-LAWS.**

The power to adopt, alter, amend or repeal BY-LAWS shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of JAN 1999

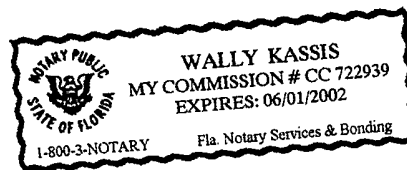
Signature of Incorporator: Wahib Arbid  
Wahib Arbid

STATE OF FLORIDA  
COUNTY OF PALM BEACH.

The foregoing instrument was acknowledged before me this 15 day of January 1999 by Sanat Patel on behalf of the corporation. He presented a Florida Identification , and did take an oath.

NOTARY PUBLIC

Signature: Wally Kassis



**STATE OF FLORIDA  
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon process may be served.

In compliance with section 48.091, Florida Statutes, the following is submitted:

FIRST: Frank's Deli International Foods, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at : 4595 Arthur street, Palm Beach Gardens, FL 33418; has Wahib Arbid as registered agent, located at 4595 Arthur street, Palm Beach Gardens, Florida 33418, as its agent to accept service of process within Florida.

Wahib Arbid  
Wahib Arbid  
*Incorporator*

Dated: 1/15/99

FILED  
99 JAN 25 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE**

The undersigned having been named to accept service of process for the above stated corporation at the place designated in the certificate, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relatives to the proper performance of my duties.

Wahib Arbid  
Wahib Arbid  
*Registered Agent.*

Dated: 1/15/99