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(352) 567-3110

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Dade City, Florida 33526

General Practice

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April 28 1999

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****122.50 *****78.75

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

Re: Zephyr Deli and Sandwich Shop, Inc.

Dear Sir or Madam:

Enclosed please find our check No. 5429, in the amount of \$122.50, which represents the following fees: \$35.00 to issue the Articles of Incorporation; \$35.00 to filing designation of acceptance by registered agent; and, \$52.50 for a certified copy of the Articles of Incorporation. Also enclosed is the original, signed Articles of Incorporation for ZEPHYR DELI AND SANDWICH SHOP, INC., in regard to the above-referenced corporation.

Please process these documents in accordance with your proper procedures and issue the Articles of Incorporation and forward a certified copy of same to us.

If you have any questions, please contact my secretary, Cheryl.

Thank you.

Sincerely,



Alfred J. Ivie, Jr.

AJI/cg

Enclosures

Cheryl
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *prin* office
DATE *5/7*
REC. EXAM *SP*

FILED
99 MAY -3 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHARON

MAY 7 - 1999

ARTICLES OF INCORPORATION
OF
ZEPHYR DELI AND SANDWICH SHOP, INC.

ARTICLE I. NAME

The name of this corporation is ZEPHYR DELI AND SANDWICH SHOP, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized to operate a food service business and to transact any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue thirty (30) shares of no par value common stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

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

A.J. IVIE, JR., ESQUIRE
38100 Meridian Avenue
Dade City, FL 33525

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation

is:

RICHARD J. YOERG
5433 11th Street
Zephyrhills, FL 33540

ARTICLE VII. INCORPORATOR

The name and address of the person signing these articles is:

RICHARD YOERG
5433 11th Street

Zephyrhills, FL 33540

The principal office address shall be the same.

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99 MAY -3 PM 12:01
TALLAHASSEE, FLORIDA

ARTICLE VIII. BY-LAWS

The power to adopt, amend or repeal by-laws shall be vested in the board of directors and the shareholders.


ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer or 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 provisions contained in these articles of incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

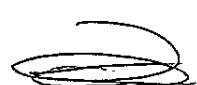
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on April 28, 1999.


Richard J. Yoerg

ACCEPTANCE

I CERTIFY that I am a permanent resident of Pasco County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Resident Agent.

Signed on this 28th day of April, 1999.


Alfred J. Ivie, Jr., Esquire
Resident Agent
38100 Meridian Avenue
Dade City, FL 33525
352-567-3110
Florida Bar No. 0097254

FILED
99 MAY -8 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA