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MEMBER:  
FLORIDA BAR  
NEW YORK BAR

NEW YORK OFFICE  
585 STEWART AVENUE  
GARDEN CITY, NY 11530  
(516) 745-6000

July 13, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300002932173--1  
-07/15/99-01042-022  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Incorporation of Second Avenue Deli, Inc.

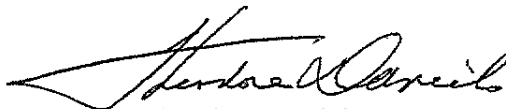
Dear Sirs and Mesdames:

We enclose and original and copy of Articles of Incorporation for Second Avenue Deli, Inc. and a check to your order for \$122.50 representing filing and certification fees.

After filing the original Articles, kindly certify the copy and return to the undersigned with your official receipt. A self addressed envelope is provided for your return convenience.

Thank you.

Very truly yours,

  
Theodore Daniels

td/mt  
10138  
Encl.

FILED  
99 JUL 15 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-22  
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ARTICLES OF INCORPORATION  
OF  
SECOND AVENUE DELI, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

SECOND AVENUE DELI, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 4355  
25 Way, Boca Raton, Florida 33434

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding  
at any one time is 100 shares, all of which shall be common, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Theodore Daniels, 11152 Boca  
Woods Lane, Boca Raton, Florida 33428.


ARTICLE V - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation  
is Clark Gnann, whose address is 4355 25 Way, Boca Raton, Florida 33434

ARTICLE VI - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of the board of  
directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 12 day of July, 1999.

  
Clark Gnann

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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 officer/registered agent in the state of Florida:

1. Name of the Corporation is:

Second Avenue Deli, Inc.

2. Name and address of the registered agent is:

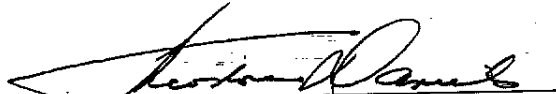
Theodore Daniels  
11152 Boca Woods Lane  
Boca Raton, Florida 33428

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TALLAHASSEE, FLORIDA

Signature   
Clark Gnann - Title: President

Date: July 12, 1999

Having been named as registered agent and to accept service 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 and accept the obligations of my position as registered agent.

  
Theodore Daniels

Date: July 12, 1999