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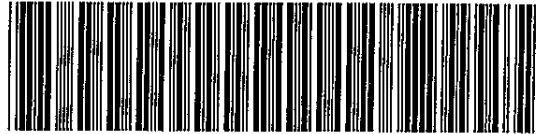
(Business Entity Name)

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TALLAHASSEE, FLORIDA
03 NOV -4 PM 2:40

Jeffrey S. Gerow, P.A.

Attorney at Law

4800 North Federal Highway

Suite 307B

Boca Raton, Florida 33431

561-750-6770

fax 561-395-0282

November 3, 2003

Department of State
Division of Corporations
New Filings Section
409 East Gaines Street
Tallahassee, Florida 32301

RE: Grumpie's Pizza and Subs, Inc.

Gentlemen:

With reference to the above matter I have enclosed two (2) signed original Articles of Incorporation for Grumpie's Pizza and Subs, Inc. along with my check in the amount of \$78.50 to cover the various filing fees.

Once the Articles of Incorporation have been recorded please return a filed copy to me.

Should you have any questions in this regard please do not hesitate to contact me.

Sincerely,



Jeffrey S. Gerow

Enclosure:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 NOV -4 PM 2:00

**ARTICLES OF INCORPORATION
OF
GRUMPIE'S PIZZA AND SUBS, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is: GRUMPIE'S PIZZA AND SUBS, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The Corporation shall have the authority to issue 1,000 shares of common stock, all of one class, at one dollar par value.

ARTICLE V

The address of the initial registered office of the corporation is 4800 N. Federal Highway, Suite 307B, Boca Raton, Florida 33431 and the name of its registered agent at said address is Jeffrey S. Gerow, Esquire. The initial address for the corporation shall be 1500 S. Ocean Drive, Suite 15D, Hollywood, Florida 33019.

ARTICLE VI

The number of directors constituting its initial board of directors is two whose names and addresses are:

Mohamad Azarkhail
1500 S. Ocean Drive
Suite 15D
Hollywood, Florida 33019

Yousef Piroozgar
1500 S. Ocean Drive
Suite 15D
Hollywood, Florida 33019

ARTICLE VII

The name and address of the incorporator is:

Mohamad Azarkhail
1500 S. Ocean Drive
Suite 15D
Hollywood, Florida 33019

ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.

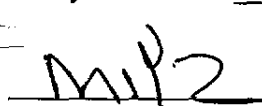
ARTICLE IX

Unless otherwise provided in the corporation's Bylaws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE X

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

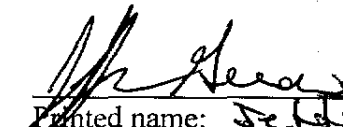
IN WITNESS WHEREOF, I have subscribed my name this 3rd day of November, 2003.


Mohamad Azarkhail

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared MOHAMAD AZARKHAIL who to me is well known to be the person described in and who subscribed the above articles of incorporation and produced Florida License as identification and freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton in said county and state this 3rd day of November 2003.


Printed name: Jeffrey S. Gerow
Notary Public, State of Florida
MY COMMISSION EXPIRES:



Jeffrey S. Gerow
Commission #DD198791
Expires: Apr 10, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT

Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.


JEFFREY S. GEROW

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 NOV -4 PM 2:00