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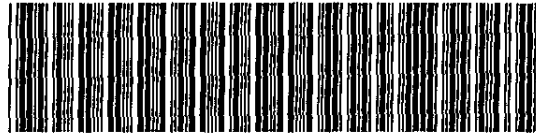
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January 15, 2004

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TRANSMITTAL LETTER

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*** NJ, FL, PA & CA Bars

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

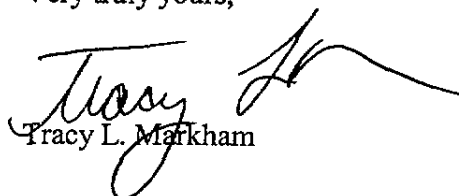
SUBJECT: Working Man's Subs, Inc.

To whom it may concern:

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certified copy of these articles. I have enclosed a check in the amount of \$78.75 for filing fees. Also enclosed please find a self addressed and stamped envelope for your convenience in returning a certified copy.

Very truly yours,


Tracy L. Markham

Enclosures as stated

ARTICLES OF INCORPORATION
OF
WORKING MAN'S SUBS, INC.

04 JAN 16 1993
FILED
CLERK OF COURT
JAMES L. MARKHAM

ARTICLE I. CORPORATE NAME

The name of this corporation is **WORKING MAN'S SUBS, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 4660 U.S. 1 North, St. Augustine, Florida 32095.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Tracy L. Markham, 2730 U. S. 1 South, Suite J, St. Augustine, Florida 32086.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation is Andrew Raby, 6454 Old Dixie Drive, St. Augustine, Florida 32095.

ARTICLE VI. AUTHORIZED PURPOSES

This corporation is organized to engage in any and all lawful purposes, activity or business which corporation may be permitted under the laws of the United States and the State of Florida and to have all the general powers in Florida Statutes Chapter 607.

ARTICLE VII. PERPETUAL EXISTANCE

This corporation shall have perpetual existence and its existence shall commence on the date and at the time of the filing of these Articles by the State of Florida, Division of Corporations.

ARTICLE VIII. STOCK ISSUANCE

Every shareholder, upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series as that which he/she already holds shall have the right to purchase his prorata shares thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE XI. DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by majority vote of the shareholders, but shall never be less than one (1). The name and address of the Board of Directors who are subject to the provisions of these Articles of Incorporation, the By-laws of this corporation and the laws of the State of Florida, shall hold office until the first meeting of shareholders and until their successors have been elected and qualified, or until earlier resignation, removal from office or death, are as follows:

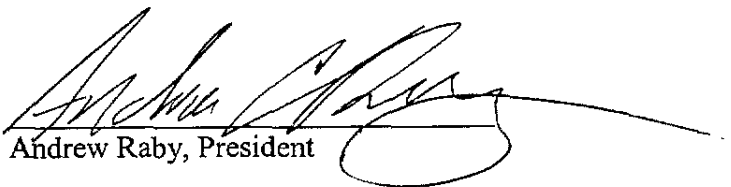
Andrew Raby 6454 Old Dixie Drive St. Augustine, FL 32095

ARTICLE X. OFFICERS

The officers of this corporation shall be a President, Vice President and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold his/her offices for such terms and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XI. OPTIONAL PROVISIONS

The undersigned has executed these articles of incorporation on January 15, 2004.


Andrew Raby, President

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
FOR A FLORIDA CORPORATION**

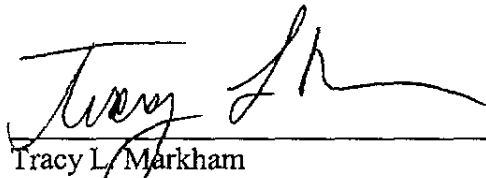
WORKING MAN'S SUBS, INC.

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **WORKING MAN'S SUBS, INC.**
2. The name of the registered agent is Tracy L. Markham.
3. The address of the registered agent/registered office is 2730 U.S. 1 South, Suite J, St. Augustine Florida 32084.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Tracy L. Markham

Date: January 15, 2004

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