

*PA 000062541*

FLORIDA CORPORATE INVESTMENTS, INC.  
 Requester Name  
 8906 S.W. 87 AVENUE, SUITE: 16  
 Address  
 MIAMI, FLORIDA 33174 (305)552-5973  
 City/State/Zip Phone #  
 LOCAL REPRESENTATIVE TALLAHASSEE

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 -07/18/97--01054--030  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75  
 Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. GARDEN'S MIAMI SUBS, INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

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 97 JUL 18 PM 2:39  
 TALLAHASSEE, FLORIDA

- Walk in   
  Pick up time 2.00   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*7/18*

DIVISION OF CORPORATION  
 97 JUL 19 AM 10:49

Examiner's Initials

CERTIFICATE OF INCORPORATION  
OF  
GARDENS MIAMI SUBS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights, privileges, immunities and liabilities of Incorporation for profit.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of the corporation should be:

**GARDENS MIAMI SUBS, INC.**

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorize to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

all stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

#### ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00).

#### ARTICLE VI

The existence of the corporation is perpetual.

#### ARTICLE VII

The initial post office address of the principal office of corporation in the State of Florida is: 7520 N.W. 186 ST MIAMI, FL 33 015.

The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is: 7520 N.W. 186 ST MIAMI, FL 33 015

The registered agent at the address is: **ARMANDO BERTEMATTI.**

#### ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of no less than one nor more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act

had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

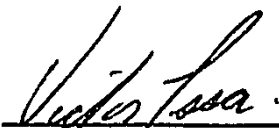
ARTICLE IX


The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

<b>VICTOR ISSA</b>	7520 N.W. 186 ST
<b>PRESIDENT</b>	<b>MIAMI, FL 33015</b>
<b>ARMANDO BERTEMATTI</b>	7520 N.W. 186 ST
<b>SECRETARY</b>	<b>MIAMI, FL 33015</b>

Stock of the corporation may be issued pursuant to the provisions of section 1244 of the Internal Revenue Service code, so that the stockholders of the Corporation may receive the benefits provided thereunder.

In witness whereof, we have hereunto set our hands and seals, this 14<sup>TH</sup> DAY OF JULY OF 1997.

  
\_\_\_\_\_  
**VICTOR ISSA**  
7520 N.W. 186 ST  
**MIAMI, FL 33015**

  
\_\_\_\_\_  
**ARMANDO BERTEMATTI**  
7520 N.W. 186 ST  
**MIAMI, FL 33015**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY  
BE SERVED.

Pursuant to the provisions of the section 607.0501, Florida  
Statutes, the undersigned corporation, organized under the  
Laws of the State of Florida.

the name of the corporation is: **GARDENS MIAMI SUBS, INC.**  
desiring to organize or qualify under the laws of the State of Florida,  
with its principal place of business at City of Miami, State of Florida  
named: **ARMANDO BERTEMATTI** located at 7520 N.W. 186 ST,  
MIAMI, FL 33015 as agent to accept process in State of Florida  
County of Dade.

Having been named as registered agent and to accept service  
of process 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.

  
\_\_\_\_\_  
**ARMANDO BERTEMATTI**  
**REGISTERED AGENT**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA