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August 18, 1997

Florida Secretary of State  
Division of Corporations  
The Capitol, Room 2002  
Tallahassee, Florida 32301

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\*\*\*\*245.00 \*\*\*\*122.50

In RE: Incorporation of BLIMPIE OF CLEWISTON, INC.

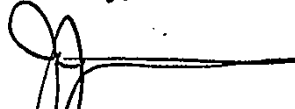
Dear Ladies and Gentlemen:

Enclosed herewith please find the original and one copy of the duly executed Articles Of Incorporation for the above corporation, together with my check for the incorporation fee and one certified copy.

Please file the Articles Of Incorporation and return a certified copy to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Sincerely,



John Jay Watkins

enclosures

QA  
8/21/97

ARTICLES OF INCORPORATION

OF

BLIMPIE OF CLEWISTON, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME. The name of this corporation is: BLIMPIE OF CLEWISTON, INC.

ARTICLE II: NATURE OF BUSINESS AND POWERS. The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III: CAPITAL STOCK. The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV: TERM OF EXISTENCE. This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V: REGISTERED AGENT AND INITIAL REGISTERED OFFICE. The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be: John Jay Watkins, 150 South Main Street, Post Office Box 250, LaBelle, Florida, 33975. The Board Of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI: BOARD OF DIRECTORS. The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII: INITIAL DIRECTORS. The name and street address of the initial directors are:

Dwight Hatfield, 818 W. Royal Palm Ave., Clewiston, Florida

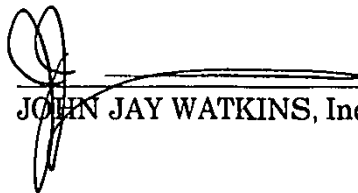
Janet Hatfield, 818 W. Royal Palm Ave., Clewiston, Florida

ARTICLE VIII: INCORPORATOR. The name and street address of the person signing these Articles Of Incorporation as the Incorporator is: John Jay Watkins, 150 South Main Street, Post Office Box 250, LaBelle, Florida, 33975.

ARTICLE IX: AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of this Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS. All shareholders shall be entitled to preemptive rights.

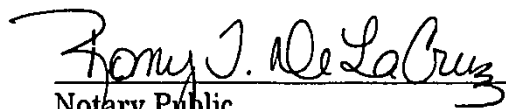
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation this 19 day of August, 1997.

  
JOHN JAY WATKINS, Incorporator

STATE OF FLORIDA  
COUNTY OF HENDRY

BEFORE ME, the undersigned authority, this 19th day of August, 1997, personally appeared JOHN JAY WATKINS, who is personally known to me, and who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.



  
Notary Public  
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

FILED

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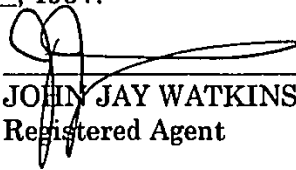
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

That BLIMPIE OF CLEWISTON, INC., desiring to organize under the laws of the State of Florida, with its principal office located at 818 W. Royal Palm Ave., Clewiston, County of Hendry, Florida, has named JOHN JAY WATKINS, located at 150 South Main Street, LaBelle, County of Hendry, Florida, 33975, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated this 19 day of August, 1997.

  
JOHN JAY WATKINS  
Registered Agent