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To:

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Fax Number : (850) 922-4000

From:

Account Name : BROAD AND CASSEL - MIAMI
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BASIC AMENDMENT

MIAMI SUBS CORPORATION

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Restated
Articles

11-19-99

DC

L 96089

NOVEMBER 19, 1999

MIAMI SUBS CORPORATION
6300 NW 31ST AVE
FT. LAUDERDALE, FL 33309

SUBJECT: MIAMI SUBS CORPORATION
REF: L96089

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER, THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING CORRECTIONS AND REFAH THE COMPLETE DOCUMENT, INCLUDING THE ELECTRONIC FILING COVER SHEET.

THE WORD "INITIAL" OR "FIRST" SHOULD BE REMOVED FROM THE ARTICLE REGARDING DIRECTORS, OFFICERS, AND/OR REGISTERED AGENT, UNLESS THESE ARE THE INDIVIDUALS ORIGINALLY DESIGNATED AT THE TIME OF INCORPORATION.

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IF YOU HAVE ANY QUESTIONS CONCERNING THE FILING OF YOUR DOCUMENT, PLEASE CALL (850) 487-6880.

KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H99000029526
LETTER NUMBER: 199A00055558

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RESTATED ARTICLES OF INCORPORATION
OF
MIAMI SUBS CORPORATION

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following Restated Articles of Incorporation:

1. The name of the Corporation is Miami Subs Corporation.
2. The street address of the principal office, and, if different, the mailing address of the corporation is:

6300 NW 31st Avenue
Fort Lauderdale, FL 33309.

3. The number of shares the corporation is authorized to issue is 1,000 shares, par value \$.01 per share.

4. The street address of the registered office of the corporation is: 201 South Biscayne Boulevard, Suite 3000, Miami, Florida, 33131. The name of the registered agent at that address is B&C Corporate Services, Inc.

5. The names and addresses of the persons who are to serve as directors are:

Howard Lorber
Wayne Norbitz
Carl Paley
Ronald DeVos
c/o Nathan's Famous, Inc.
1400 Old Country Road, West
Suite 400
Westbury, NY 11590

Donald Perlyn
c/o Miami Subs Corporation
6300 N.W. 31st Avenue
Fort Lauderdale, FL 33309.

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6. The Board of Directors of the Corporation shall expressly have the power and authorization to make, alter and repeal the By-laws of the Corporation, subject to the reserved power of the shareholders to make, alter and repeal any By-Laws adopted by the Board of Directors. Unless and except to the extent required by the By-Laws of the Corporation, elections of directors need not be by written ballot.

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7. Any and all directors of the Corporation shall not be liable to the Corporation or any shareholder thereof for monetary damages for breach of fiduciary duty as director except as otherwise required by law. No amendment to or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission of such director occurring prior to such amendment or repeal.

8. From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the Corporation by the Certificate of Incorporation are granted subject to the provisions of this Article 8.

The foregoing restated articles of incorporation restate and integrate and do not further amend the provisions of the corporation's articles of incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the restated articles of incorporation.

Dated 11-5-, 1999.

Miami Subs Corporation

By:

Donald Perera
Its president

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

**B & C CORPORATE SERVICES, INC., a
Florida corporation**

By: *Anna Salgado*
Anna Salgado, Vice President

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Miami Subs Corporation

Officer's Certificate

I, Donald Perlyn, the duly elected, qualified and acting President of Miami Subs Corporation, a Florida corporation (the "Corporation"), do hereby certify that the attached Restated Articles of Incorporation of the Corporation were adopted by Joint Written Consent of the Board of Directors and the Sole Shareholder of the Company on November 5, 1999, with a sufficient number of votes cast for the approval of the Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have executed this Certificate as of November 5, 1999.


DONALD PERLYN, President

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