

GAVIN D. LEE, P.A.
ATTORNEY AND COUNSELOR AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

201 PARK PLACE, SUITE 204
ALTAMONTE SPRINGS, FL 32701
TELEPHONE (407) 339-5151
FAX (407) 339-4244

February 14, 2000

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

300003141253--6
-02/21/00--01038--013
*****70.00 *****70.00

Re: TOMMY'S FLATTENED SANDWICHES, INC.

Dear Sir:

Enclosed please find for filing the Articles of Incorporation on the above referenced corporation.
Also enclosed please find our check in the amount of \$70.00 covering the filing fee for same.

Please return the notification of filing to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

GAVIN D. LEE, P.A.

GDL/hed
encl.

NO COPY
PH 2/24/2000 ✓

**ARTICLES OF INCORPORATION
OF
TOMMY'S FLATTENED SANDWICHES, INC.**

FILED

00 FEB 21 AM 9:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation of TOMMY'S FLATTENED SANDWICHES, INC.

ARTICLE I

(NAME)

The name of this corporation is TOMMY'S FLATTENED SANDWICHES, INC.

ARTICLE II

(DURATION)

The period of its duration is perpetual.

ARTICLE III

(PURPOSE)

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

ARTICLE IV

(CAPITAL STOCK)

The corporation is authorized to issue five hundred (500) shares of common stock at \$1.00 per share.

ARTICLE V

(INITIAL REGISTERED OFFICE AND AGENT)

The name and address of the initial registered agent and office of this corporation is as follows:

REGISTERED AGENT:

Thomas Holt
252 E. Semoran Blvd.
Casselberry, Florida 32707

INITIAL OFFICE:

252 E. Semoran Blvd.
Casselberry, Florida 32707

The mailing address of the corporation is 601 E. Ridgewood, Altamonte Springs, Florida
32701.

ARTICLE VI

(INITIAL BOARD OF DIRECTORS)

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by laws of the corporation in the manner provided by law.

The name and address of the initial director of this corporation are:

NAME

ADDRESS

Thomas Holt

601 E. Ridgewood
Altamonte Springs, Florida 32707

ARTICLE VII

(INCORPORATORS)

The name and address of the Incorporator signing these Articles of Incorporation are:

NAME

ADDRESS

Thomas Holt

601 E. Ridgewood
Altamonte Springs, Florida 32707

ARTICLE VIII

(AMENDMENT OF ARTICLES)

This corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

(ASSIGNMENT OF STOCK)


No shareholder of this corporation may assign or sell shares in contravention of any provision in the by laws or shareholders' agreement of the corporation.

ARTICLE X

(INDEMNIFICATION)


This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for in the by laws of this corporation and pursuant to Section 607.014, Florida Statutes, as amended.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of February, 2000.


THOMAS HOLT, Incorporator

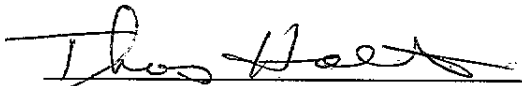
STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 1st day of February, 2000, by THOMAS HOLT, who is personally known to me and who acknowledged before me that he executed such instrument.


Notary Public
Name: Helene E. Davis
My Commission Expires:

 Helene Davis
My Commission CC646379
Expires May 12, 2001

Having been named as Registered Agent and to accept service of process for the above stated corporation as the place designated in these Articles of Incorporation, 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.


THOMAS HOLT
Registered Agent

2-1-00
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA