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Hoagies -R- Us, Inc.  
1640 North Missouri Avenue  
Largo, FL 33770  
(727) 581-2805

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

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-04/24/00--01122--001  
\*\*\*\*122.50 \*\*\*\*\*78.75

April 20, 2000

RE: HOAGIES -R- US, INC.

To Whom It May Concern:

**EFFECTIVE DATE**  
4-19-00

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Respectfully,

Hoagies -R- Us, Inc.

Mailing Address of Corporation:  
1640 North Missouri Avenue  
Largo, FL 33770  
(727) 581-2805

FILED  
2000 APR 24 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AR 4/24

EFFECTIVE DATE  
4-19-00

FILED

2000 APR 24 PM 4:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation  
Of  
**HOAGIES -R- US, INC.**  
(A Corporation for Profit)

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

Article I – Corporate Name

The name of this corporation is:  
Hoagies -R- Us, Inc.

Article II- Effective Date

The corporation shall have an effective date of April 19, 2000

Article III – Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

Article IV – Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article V – Capital Stock

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

Article VI – Principal Office and Initial Registered Office and Agent

The street address of the principal office which is the same as the mailing address and the initial registered office of this corporation is 1640 N. Missouri Ave. Largo, FL 33770 and the name of the registered agent at that address is Hans R. Knight.

Article VII– Incorporators

The name (s) and address (es) of the incorporator (s) is/are:

Hans R. Knight  
1640 N. Missouri Ave.  
Largo, FL 33770

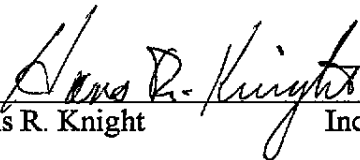
Article VIII – Management by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article IX – By Laws

The By-laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation the 19 day of April, 2000.

  
Hans R. Knight Incorporator

FILED

2000 APR 24 PM 4: 19

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

HOAGIES -R- US, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

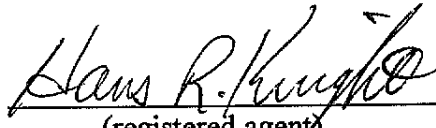
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1640 N. Missouri Ave. Largo, FL 33714 has named

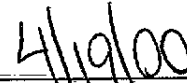
Hans R. Knight

Located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

  
(registered agent)

  
(date)