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BRENT E. BERESH, CPA
5032 N. LA SEDONA CIR.
DELRAY BEACH, FL 33484

561 638-0460 & 561 638-0480 (FAX)

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-12/08/00--01110--015
*****78.75 *****78.75

December 2, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Gentlemen:

Enclosed are the Articles of Incorporation of Sub & Pizza
Factory, Inc. together with a check for \$78.75.

Please return a certified copy along with the Certificate of
Incorporation. If additional information is required, please
advise.

Very truly yours,


Brent E. Beresh, CPA

FILED
00 DEC -8 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 13 2000

ARTICLES OF INCORPORATION
OF
SUB & PIZZA FACTORY, INC.

00 DEC -8 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I NAME

The name of the corporation is SUB & PIZZA FACTORY, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of State.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of this corporation is 5032 LA SEDONA CIR., DELRAY BEACH, FL 33484 and the name of the initial registered agent of this corporation at that address is BRENT E. BERESH.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

BRENT E. BERESH 5032 N. LA SEDONA CIR., DELRAY BEACH, FL 33484

RALPH MANCUSO 21910 PHILMONT COURT CT., BOCA RATON, FL 33428

ARTICLE VIII- INCORPORATORS

The name and address of the person signing these Articles is:

BRENT E. BERESH 5032 N. LA SEDONA CIR, DELRAY BEACH, FL 33484

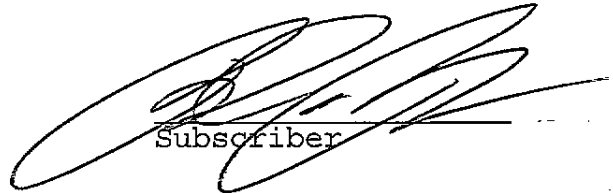
ARTICLE IX- INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5TH day of December, 2000


Subscriber

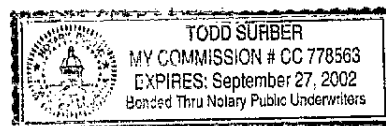
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BRENT E. BERESH known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and BRENT E. BERESH acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 2ND 5TH day of DECEMBER 2000.


Notary Public, State of Florida
at Large

My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following
submitted, in compliance with the said Act:

SUB & PIZZA FACTORY, INC. desiring to organize under the laws of
the State of Florida, with its principal office as indicated in
the articles of incorporation at the City of Delray, County of
Palm Beach, State of Florida, has named Brent E. Beresh located
at 5032 N. La Sedona Cir., Delray Beach, Fl 33484 County of Palm
Beach, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said act relative to keeping open said office.

BY: 

FILED
00 DEC -8 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA