

P01000012136

FILED
01 JAN 31 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 29, 2001

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

000003617540--4
-01/31/01--01042--002
*****70.00 *****70.00

Subject: Michael's Cheese Steaks, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00.

From: G. Michael McGarel
3512 Palm Dr
Punta Gorda, Fl 33950
(941) 629-7277

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MICHAEL'S CHEESE STEAKS, INC.

ARTICLE I

The name of this corporation is MICHAEL'S CHEESE STEAKS, INC

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of selling Philadelphia Cheese Steaks Subs.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3512 Palm Dr in Punta Gorda, Florida 33950, and the name of the initial registered agent of this corporation is G. Michael McGarel, whose address is 3512 Palm Dr in Punta Gorda, Florida 33950.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one director. The name and address of the initial director of this corporation is:

NAME:	ADDRESS:
G. Michael McGarel	3512 Palm Dr in Punta Gorda, FL 33950

ARTICLE VII
INCORPORATORS

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

NAME:	ADDRESS:
G. Michael McGarel	3512 Palm Dr in Punta Gorda, FL 33950

ARTICLE VIII
PRE-EMPTIVE RIGHTS


Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE IX

AMENDMENT

This Corporation reserve 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of January, 2000.

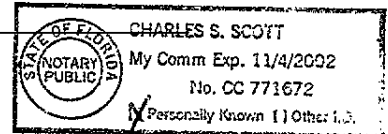
 1/29/01
G. Michael McGarel

STATE OF FLORIDA,
COUNTY OF ORANGE,

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared G. Michael McGarel known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 28th day of January, 2000.


NOTARY PUBLIC
MY COMMISSION EXPIRES:



CERTIFICATE DISIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That Michael's Cheese Steaks, Inc., desiring to incorporate under the laws of the State of Florida, with its principal office located at 3512 Palm Dr in Punta Gorda, Florida, 33950, County of Charlotte, State of Florida, has named G. Michael McGarel whose address is 3512 Palm Dr in Punta Gorda, Florida 33950, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

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

 -1/29/01
G. Michael McGarel