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FRIEDMAN, ROSENWASSER & GOLDBAUM
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FILED
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SECRETARY OF STATE
TALLHASSEE, FLORIDA
TELEFAX (561) 368-9274

Via Federal Express

March 2, 2001

Florida Department of State
Division of Corporations - New Filings
409 East Gaines Street
Tallahassee, Florida 32314

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*****78.75 *****78.75

RE: S&D Subs, Inc.

Dear Clerk:

Enclosed, please find the original Articles of Incorporation of "S&D Subs, Inc." and a copy of same together with our check in the amount of Seventy-Eight Dollars and 75/100 (\$78.75) for the filing fee. Please return a stamped copy of the filed Articles in the prepaid Federal Express envelope enclosed herein.

Thank you very much for your attention to this matter. As always, should you have any questions, please do not hesitate to contact us.

Sincerely,

FRIEDMAN, ROSENWASSER & GOLDBAUM, P.A.

KEITH A. GOLDBAUM

KAG/ds
enclosures

cc: S&D Subs, Inc.
(w/ enclosure)

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S&D SUBS, INC.

I, the undersigned, being of legal age and natural person, hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

S&D SUBS, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000,000 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than One Thousand Dollars

(\$1,000.00)

ARTICLE V

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at: 1179 South Federal Highway, Boca Raton, Florida 33432. Said Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial Registered Agent of this Corporation is Keith A. Goldbaum, Esquire.

ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than one (1) to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office addresses of the first Directors of this Corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

NAME	ADDRESS
SETH WIESENFELD	1179 S. Federal Highway Boca Raton, Florida 33432
DANIEL VENTO	1179 S. Federal Highway Boca Raton, Florida 33432

ARTICLE IX

The names and post office addresses of the officers of the Corporation are as follows:

NAME	ADDRESS
SETH WIESENFELD PRESIDENT/SECRETARY	1179 S. Federal Highway Boca Raton, Florida 33432
DANIEL VENTO VICE PRESIDENT/TREASURER	1179 S. Federal Highway Boca Raton, Florida 33432

ARTICLE X

The name and post office address of the incorporator to the Certificate of Incorporation is as follows:

NAME	ADDRESS
SETH WIESENFELD	1179 S. Federal Highway Boca Raton, Florida 33432

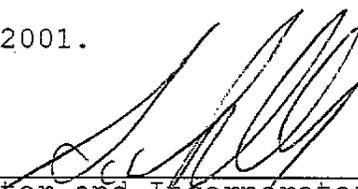
ARTICLE XI

No action by this Corporation may be taken without the unanimous consent of the Directors of the Corporation.

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this Corporation does hereunto subscribe his name, this 26 day of Feb, 2001.



Director and Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

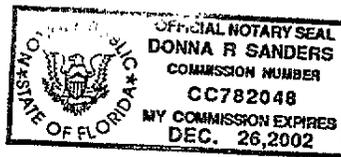
BEFORE ME, the undersigned authority, personally appeared SETH WIESENFELD to me known and known to me to be the person described in and whose name is signed to the foregoing Certificate of Incorporation of S&D Subs, Inc. and who is described in said Certificate as the Incorporator of said Corporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and seal in the County of Palm Beach, State of Florida, this 26 day of FEBRUARY, 2001.

Donna R. Sanders

NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - THAT S&D SUBS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY
OF BOCA RATON, STATE OF FLORIDA, HAS NAMED KEITH A. GOLDBAUM,
ESQUIRE LOCATED AT 5355 TOWN CENTER ROAD, SUITE 801, BOCA RATON,
FLORIDA 33486, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature: 

KEITH A. GOLDBAUM

Title: REGISTERED AGENT

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TALLAHASSEE, FLORIDA