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CONTACT:	CINDY HICKS
DATE:	3-22-01
REF. #:	0169.14911
CORP. NAME:	GRAND AUBERTO'S SUBS, INC.
( ) ARTICLES OF INCOR ( ) ANNUAL REPORT ( ) FOREIGN QUALIFICATE ( ) REINSTATEMENT ( ) CERTIFICATE OF CA ( ) OTHER:	( ) TRADEMARK/SERVICE MARK ( ) FICTITIOUS NAME ATION ( ) LIMITED PARTNERSHIP ( ) LIMITED LIABILITY ( ) MERGER ( ) WITHDRAWAL
	EPAID WITH CHECK# 10459 FOR \$ 78.75 SUFFICIENT OF STATE ON FOR ACCOUNT IF TO BE DEBITED:  COST LIMIT: \$ SUFFICIENT OF STATE OF ST
PLEASE RETUR	( ) CERTIFICATE OF GOOD STANDING ( ) PLAIN STAMPED COPY

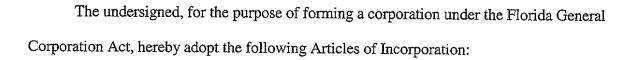
Examiner's Initials

Con and

# ARTICLES OF INCORPORATION

<u>OF</u>

# GRAND ALBERTO'S SUBS, INC.



#### **ARTICLE ONE**

#### **NAME**

The name and principal address of the Corporation is:

#### GRAND ALBERTO'S SUBS, INC.

whose address is 3801 N. Andrews Avenue, Oakland Park, FL 33309.

#### **ARTICLE TWO**

#### **DURATION**

The term of existence of the Corporation is perpetual.

#### **ARTICLE THREE**

#### **PURPOSE**

The Corporation may transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

#### ARTICLE FOUR

#### CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 5,000 shares, all of which shall be common shares with a par value of One Dollars (\$1.00).

## ARTICLE FIVE

# PRE-EMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation, and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE SIX

### REGISTERED OFFICE

The street address of the initial registered office of the Corporation is: 3801 N. Andrews Avenue, Oakland Park, FL 33309, and the name of the initial Registered Agent is at such address is Marc Abrahamson.

#### ARTICLE SEVEN

#### **DIRECTORS**

The Board of Directors of the Corporation shall consist of one (1). The number of Directors is to be set by the Shareholders at a meeting called for that purpose.

The names and addresses of the first Board of Directors are:

NAME

**ADDRESS** 

MARC ABRAHAMSON

3801 N. Andrews Avenue Oakland Park, FL 33309

#### ARTICLE EIGHT

#### INCORPORATORS

The name and address of the Incorporator is:

NAME

**ADDRESS** 

MARC ABRAHAMSON

3801 N. Andrews Avenue Oakland Park, FL 33309

IN WITNESS WHEREOF, I have subscribed my name, on this 21st day of

March , 2001.

I AM HEREBY FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

MARC ABRAHAMSON

Incorporator and Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation was acknowledged before me this <u>21st</u> day of <u>March</u>, 2001, by MARC ABRAHAMSON, who is personally known to me, or who has produced <u>N/A</u> as identification and who did take an oath.

NOTARY PUBLIC

Print: Bruce M. Gottli

My Commission Expires:

Start Notary
My Cor

BRUCE M. GOTTLIEB
Notary Public, State of Florida
No. CC987762
My Comm. Expires Jan. 7, 2005