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April 19, 2002

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

Re: C.T.'s Subs, Inc.

To Whom It May Concern:

300005369203--1
-04/29/02--01083--005
*****70.00 *****70.00

Please find enclosed the original and one (1) copy for the articles of incorporation for C.T.'s Subs, Inc. and a check for Seventy Dollars (\$70.00) as the filing fee in this matter.

Should you have any questions, please do not hesitate to call.

Sincerely,


JUDE C. COOPER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

C.T. SUBS, ETC., INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation shall be C.T. SUBS, ETC., INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 536 Old Country Road, Wellington, Florida 33414.

ARTICLE III

The corporation is a for-profit corporation and is organized for the specific purpose of operating and franchising C.T. Subs, Etc. restaurants and to engage in any lawful business activity directly related in furtherance of the above.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have is Fifty Million (50,000,000) shares.

ARTICLE V

The Board of Directors shall consist of two (2) members, with the names and addresses of each as follows:

- 1) Craig Moon
536 Old Country Road
Wellington, Florida 33414.
- 2) Tracy Moon
284 Pearle Street
Ft. Myers Beach, Florida 33931

ARTICLE VI

The street address and county of the corporation's initial registered office is 100 S.E. Second St., Suite 2700, Miami, Florida 33131; and the initial registered agent at that office is Robert Zarco, Esq.

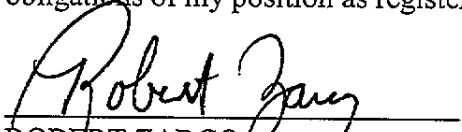
ARTICLE VII

The name and address of the incorporator is Craig Moon, 536 Old Country Road, Wellington, Florida 33414.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of March, 2002.


CRAIG MOON

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


ROBERT ZARCO

4-16-02
DATE

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