

**Electronic Articles of Incorporation
For**

P09000031140
FILED
April 06, 2009
Sec. Of State
dwhite

MIAMI SUBS FRANCHISING II, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MIAMI SUBS FRANCHISING II, INC.

Article II

The principal place of business address:

6300 NW 31ST AVENUE
FORT LAUDERDALE, FL. US 33309

The mailing address of the corporation is:

6300 NW 31ST AVENUE
FORT LAUDERDALE, FL. US 33309

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000 W/ PAR VALUE \$0.001/SHR

Article V

The name and Florida street address of the registered agent is:

PERLMAN, YEVOLI & ALBRIGHT, P.L.
200 SOUTH ANDREWS AVENUE
SUITE 600
FORT LAUDERDALE, FL. 33301

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JASON PERLMAN, PRESIDENT

Article VI

The name and address of the incorporator is:

JASON PERLMAN, ESQ.
200 SOUTH ANDREWS AVE
SUITE 600
FORT LAUDERDALE, FL 33301

Incorporator Signature: JASON PERLMAN, ESQ.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D
BERNARD H VOGEL
6300 NW 31ST AVENUE
FORT LAUDERDALE, FL. 33309

Title: D
GLENN CHWATT
6300 NW 31ST AVENUE
FORT LAUDERDALE, FL. 33309

Title: D
GARY HERMAN
720 5TH AVENUE, 10TH FLOOR
NEW YORK, NY. 10019

Title: COO
LAWRENCE AUSTIN
6300 NW 31ST AVENUE
FORT LAUDERDALE, FL. 33309

Article VIII

The effective date for this corporation shall be:

03/31/2009