

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342 8062
 FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

• Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matlor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

JAN 24 1995

BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY W _____

WALK-IN Will Pick Up 1:26 11/12

RE: Philly Subs & Grill, Inc.

C.C. FEE. DISBURSED

Capital Express™

Art. of Inc. File

Corp. Report Search

Std. Pro. Ship File

Foreign Corp. File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
PHILLY SUBS & GRILL, INC.

FILED
95 JAN 26 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME AND ADDRESS: The name and address of the corporation is: PHILLY SUBS & GRILL, INC., 318 Seabreeze Blvd., Daytona Beach, Florida 32118.

ARTICLE II. TERM OF EXISTENCE: The period of its duration is perpetual.

ARTICLE III. GENERAL NATURE OF BUSINESS: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK: The corporation shall have authority to issue 100 shares, Common Stock, at \$1.00 par value.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE: The address of the initial registered office is: 318 Seabreeze Blvd., Daytona Beach, Florida 32118, and the name of the initial registered agent at said address is: JAMES L. CREWS

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS: The business of this corporation shall be managed by its shareholders rather than by a Board of Directors. The shareholders reserve unto themselves the power to adopt, alter, amend, or repeal the by-laws of this

corporation. In the management of the business of the corporation, the act of the shareholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE VII. INCORPORATORS: The name and address of the incorporator is: James L. Crews
318 Seabreeze Blvd.
Daytona Beach, Florida 32118

ARTICLE VIII. AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law and approved by the shareholders by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of January, 1995



JAMES L. CREWS, Incorporator

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 65
day of February, 1995 by JAMES L. CREWS, who is personally
known to me or who has produced _____
_____ as identification.

NOTARY PUBLIC:

Sign Mary Ann Ballard

State of Florida at Large



The undersigned, having been named to accept service of process for the above stated corporation, at the place designated in Article V of the Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.

James L. Crews
JAMES L. CREWS