# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-342 8062 FAX (904) 222-1222

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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

# FILED SS JAN 26 MINI 22 CSCRETARY CONTRACTORY MASSES OF THE PROPERTY OF THE PR

# PHILLY SUBS & GRILL, INC.

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 SHAPEHOLDERS: 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.

JAMES L. CREWS, Incorporator

### STATE OF PLORIDA

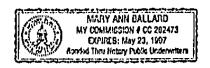
### COUNTY OF VOLUBIA

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day	of _	Odlanted	_, 1995	by JAM	IES L.	CREWS,	who	is personally	
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NOTARY PUBLIC:

sign Mary au 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 6° Incorporation, hereby accepts such designation and agrees to come ly with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.

James L. CREWS