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Law Office of

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February 3, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6317  
Tallahassee, FL 32314

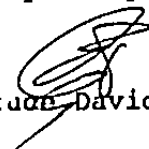
Re: UNCLE LOU'S ORIGINAL HOAGIES, INC.  
Articles of Incorporation

To Whom It May Concern:

In regard to the above, enclosed herein you will find the original and one (1) copy of the Articles of Incorporation for the above-named proposed corporation, as well as my trust account check in the amount of \$122.50 as and for filing fees due. Please return acknowledgment of filing to me at your earliest opportunity at the address indicated above.

Thank you for your prompt attention.

Very truly yours,

  
Bruce David Green

BDG:jdf  
Enclosures

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F. CHLOSER FEB 21 1995

ARTICLES OF INCORPORATION

OF

UNCLE LOU'S ORIGINAL HOAGIES, INC.

THE UNDERSIGNED, acting as Incorporator of a corporation, under the Florida General Corporation Act, adopts the following Articles of Incorporation, for such Corporation:

1. The name of this Corporation is UNCLE LOU'S ORIGINAL HOAGIES, INC.

2. The period of duration of the Corporation is perpetual.

3. The purpose(s) for which the Corporation is organized is to engage in any activity or business permitted under the Laws of the State of Florida.

4. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock, all of one class, having a Par Value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

5. The address of the initial registered office of the corporation is 834 Harbor Inn Drive, Coral Springs, FL, 33071, and the name of the initial Registered Agent at such address is JOSEPH DiCAPUA.

6. The number of Directors constituting the initial Board of Directors of such Corporation is Three (3), whose names are as follows: JOSEPH DiCAPUA, SCOTT KAPLAN and JOSEPH ANTONUCCI, whose address is 834 Harbor Inn Drive, Coral Springs, FL, 33071.

7. The name and Address of the Incorporator is JOSEPH DiCAPUA, 834 Harbor Inn Drive, Coral Springs, FL, 33071.

8. These Articles of Incorporation may be Amended in the manner provided by Law. Each Amendment shall be approved by the Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stockholders entitled to vote thereon, unless all Directors and all stockholders sign a written instrument manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

DATED at Fort Lauderdale, Broward County, Florida, this 2nd day of February, 1995.

  
JOSEPH DiCAPUA

A F F I D A V I T

STATE OF FLORIDA :

ss.

COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, personally appeared JOSEPH DiCAPUA, to me well known as the person described in and who subscribed to the above and foregoing Articles of Incorporation, who being by me first duly sworn and cautioned, deposes and otherwise states: That he has read the same, knows and understands the contents thereof, and that he executed the same as his free act and deed for the purposes therein set forth and expressed.

SWORN TO AND SUBSCRIBED before me in the State and County aforesaid this 2nd day of February, 1995.

- ( ) Personally Known  
( ) Photographic I.D.

Joni D Ferrer  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE With sections 48.091 and 607.034, Florida statutes, the following is submitted:

THAT, UNCLE LOU'S ORIGINAL HOAGIES, INC., under the Laws of the State of Florida, with its initial principle office at 834 Harbor Inn Drive, Coral Springs, FL, 33071, as indicated in the Articles of Incorporation, has named JOSEPH DiCAPUA, located at 834 Harbor Inn ve, Coral Springs, FL, 33071, as its Agent to accept Service of Process within the State of Florida.

DATED this 2nd day of February, 1995

INCORPORATORS AND DIRECTORS  
PER AND OF ARTICLES OF  
ARTICLES OF INCORPORATION:

By:

Joseph DiCapua  
JOSEPH DiCAPUA

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes pertaining to the proper and complete performance of my duties.

DESIGNATION ACCEPTED:

By:

Joseph DiCapua  
JOSEPH DiCAPUA