

P950000/7556

3/03/95

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SUCCESSFUL SUB RESTAURANTS, INC.

FAX AUDIT NUMBER: H95000002476

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/03/1995

TIME REQUESTED: 11:05:00

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076247002423

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MAR - 2 PM 4:35
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SUCCESSFUL SUB RESTAURANTS, INC.

FILED
55 MAR 27 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: SUCCESSFUL SUB RESTAURANTS, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

H95000002476

ELLIOT P. BORKSON, ESQ., FL BAR # 154785
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (305) 763-1200

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, par value \$.10 per share.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Elliot P. Borkson
c/o Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Elliot P. Borkson, c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301.

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ARTICLE VIII

INDEMNIFICATION

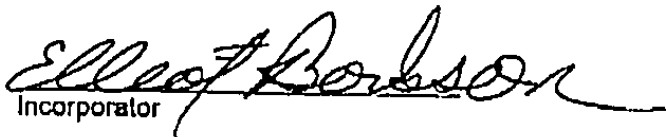
This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 2nd day of March, 1995.


Incorporator

895000002476

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

SUCCESSFUL SUB RESTAURANTS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 has named Elliot P. Borkson whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

Elliot Borkson

FILED
95 MAR -3 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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