## · 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

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OF

JO JO'S SUBS, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I - NAME. The name of this corporation is JO JO'S SUBS, INC.

ARTICLE II - DURATION. This corporation is to have perpetual existence beginning on the date that these Articles of Incorporation are filed with the Division of Corporations of the Florida Secretary of State.

ARTICLE III - PURPOSE. This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV - CAPITAL STOCK. This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE V - PREEMPTIVE RIGHTS. After the initial issue of common stock by this corporation, every shareholder, upon the sale for cash or other property, whether tangible or intangible or for labor or services actually performed for the corporation (the Consideration) of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro-rata share of the stock of this corporation (as nearly as may be done without issuance of fractional shares) at the cash price determined by the Board of

Directors at which time the stock would be issued to others for the consideration to be given by the other.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 10730 Wiles Road, Coral Springs, Florida 33067 and the name of the corporation's initial registered agent is JOSEPH MANCUSO.

ARTICLE VII - PRINCIPAL OFFICE. The corporation's principal office and mailing address are 10730 Wiles Road, Coral Springs, Florida 33067.

ARTICLE VIII - FIRST BOARD OF DIRECTORS. This corporation's first Board of Directors shall consist of one Director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this corporation is:

JOSEPH MANCUSO 10730 Wiles Road Coral Springs, Florida 33067

<u>ARTICLE IX - INCORPORATOR</u>. The name and address of the person signing these Articles of Incorporation is:

JOSEPH MANCUSO 10730 Wiles Road Coral Springs, Florida 33067

ARTICLE X - CUMULATIVE VOTING. At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the

same principal among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on March 9, 1995.

JOSEPH MANCUSO, as Incorporator

## ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

I, JOSEPH MANCUSO, hereby accept my designation as the Registered Agent of JO JO'S SUBS, INC. and I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as Registered Agent.

Executed at Sunrise, Florida, on March 9, 1995.

JOSEPH MANCUSO, as Designated

Régistered Agent