

03-02-95

995000021780

0001

Leonard, Danzinger & Associates

Certified Public Accountants

A Partnership of Professional Associations

Malcolm A. Leonard, CPADA

Barry M. Danzinger, CPADA

Lawrence M. Kupnick, CPADA

3810 Hollywood Boulevard
Hollywood, Florida 33021-6730

Telephone (305) 962-5777

Fax (305) 981-5844

March 2, 1995

100001432211

-03/16/95--01107--006

*****70.00 *****70.00

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

We are enclosing the Certificate of Incorporation for
Monster Subs, Inc., with a check in the amount of \$70.00.

Please send the approved papers to: LEONARD & DANZINGER,
CPA'S, 3810 Hollywood Blvd, Hollywood, Florida
33021-6730. Thank You.

Sincerely,

Malcolm A. Leonard
Leonard & Danzinger, CPA's

FILED
95 MAR 16 AM 10 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NANCY HENDRICKS MAR 17 1995

FILED
95 MAR 16 11:10:37
SECRETARY
TALLAHASSEE

ARTICLES OF INCORPORATION
OF

MONSTER SUBS, INC.

THIS IS TO CERTIFY that we, the undersigned, hereby associate ourselves unto a corporation pursuant to the provisions of the laws of the State of Florida providing for the formation of a corporation for profit for the purposes and with the powers herein mentioned, and to that end do by Certificate set forth:

I

The name of the Corporation is:

MONSTER SUBS, INC.

II

The Corporation's existence shall commence at 12:01 a.m. local time on the date of filing. The Corporation shall be of perpetual duration.

III

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

IV

There shall be only one (1) class of stock in this corporation, namely common stock with a par value of \$1.00 per share.

The maximum number of shares that this corporation is authorized to have outstanding at any time is one thousand (1000) shares, with a par value of \$1.00 each.

The corporation shall commence its existence with one hundred (100) shares, to be owned by the undersigned incorporators:
LINDA & LEONARD LEWIS 2872 NE 26 PL. FT. Lauderdale FL, 33306

The registered office of the Corporation is to be located at:
MONSTER SUBS, INC. 2872 NE. 26 PL. FT. Lauderdale Fl. 33306.

VI

It is the intent of the incorporators that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

VII

In compliance with Section 48,091 Florida Statutes, the following is submitted:

First, that MONSTER SUBS, INC., desiring to organize or qualify under the laws of the state of Florida, with its principal place of business in the city of Ft. Lauderdale State of Florida, has named Linda & Leonard Lewis 2872 NE 26 Pl. Ft. Lauderdale Fl. 33306 as its agent to accept service process within Florida.

Title President, Secretary

Linda Lewis

Date

3/13/95

Signed

Linda Lewis

Title V. President Treasurer

Leonard Lewis

Date

3/13/95

Signed

Leonard Lewis

The mailing address, principal address and registered address of the corporation is 2872 NE 26 Pl. Ft. Lauderdale. Fl. 33306.

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 relative to the proper and complete performance of our duties.

Signature

Linda Lewis

Date

3/13/95

Signature

Leonard Lewis

Date

3/13/95

VIII

The initial Board of Directors shall consist of two (2) directors. The name, post office addresses of the first Board of Directors and Officers who, subject to the provisions of the Certificate of Incorporation, by-laws and the Act of the Legislature of the State of Florida, whereunder the Corporation is organized, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, is as follows:

Name	Address	Office
Linda Lewis	2872 NE 26 PL. Ft. Lauderdale, FL. 33306	President, Secretary
Leonard Lewis	2872 NE 26 Pl. Ft. Lauderdale, Fl. 33306	V. President Treasurer

The Undersigned incorporators agrees to abide by the provisions of this charter and of the laws of the State of Florida in the conduct of the affairs of this corporation, and to take the number of shares of stock set forth above.

Signature of Incorporators:

Date:

Linda Lewis
Linda Lewis

Leonard Lewis
Leonard Lewis

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the state of Florida and the county of Broward.

This 13 day of March 1995.

My Commission Expires: July 11, 1998

OFFICIAL NOTARY SEAL
PAUL R. MCMAHUS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC091536
MY COMMISSION EXP. JULY 11, 1998

Paul R. McMahon
Notary Public State of
Florida