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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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FROM: THOMAS M. CLARK, P.A.
2400 E COMMERCIAL BLVD
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GREAT SUBS AND GRILL, INC.

FAX AUDIT NUMBER: H95000003527

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/28/1995

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ENTER SELECTION AND <CR>:

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55 MAR 23 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

24 MAR 28 1995
3/28

FAX AUDIT NO. H95000003527

**ARTICLES OF INCORPORATION
OF
GREAT SUBS AND GRILL, INC.**

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95 MAR 28 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is GREAT SUBS AND GRILL, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all legal business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or 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 prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3112 South Congress Ave, Lake Worth, Florida 33461 and the name of the initial registered agent of this corporation is Thomas M. Clark, Esq. at 2400 E. Commercial Blvd. #820, Ft. Lauderdale, FL 33308

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name(s) and address(es) of the initial Director(s) of this corporation is/are:

Janet B. Price
3112 S. Congress Ave.
Lake Worth, Florida 33461

Prepared By:
Thomas M. Clark, Esq.
Thomas M. Clark, P.A.
2400 E. Commercial Blvd. #820
Ft. Lauderdale, FL 33308
(305) 776-3800
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Ira Rubin
3112 S. Congress Ave.
Lake Worth, Florida 33401

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

THOMAS M. CLARK, ESQ.
2400 E. Commercial Blvd. #820
Ft. Lauderdale, Florida 33308

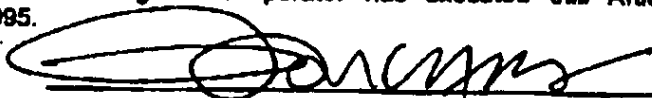
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

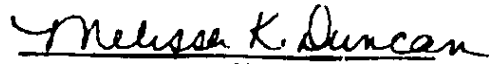
IN WITNESS WHEREOF, the undersigned incorporator has executed this Articles of Incorporation on March 28, 1995.


THOMAS M. CLARK, ESQ.

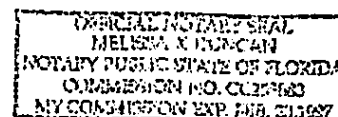
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME personally appeared THOMAS M. CLARK, ESQ, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of March, 1995


NOTARY PUBLIC
My commission Expires:
(Seal)

Prepared By:
Thomas M. Clark, Esq.
Thomas M. Clark, P.A.
2400 E. Commercial Blvd. #820
Ft. Lauderdale, FL 33308
(305) 778-3800
Fax Audit No. H95000003527



FAX AUDIT NO. H95000003527

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT GREAT SUBS AND GRILL, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF FT. LAUDERDALE, STATE OF FLORIDA, HAS NAMED
THOMAS M. CLARK, ESQ., AT 2400 E. COMMERCIAL BLVD. #820, FT. LAUDERDALE,
FLORIDA 33308 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

THOMAS M. CLARK, ESQ.

TITLE

INCORPORATOR

DATE:

MARCH 28, 1995

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 ACCEPT TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 

(REGISTERED AGENT)

DATE:

MARCH 28, 1995.

FILED
55 MAR 28 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Thomas M. Clark, Esq.
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