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DAVID L. KOUT  
1601 N. Palm Avenue Suite 303  
Pembroke Pines, Florida 33026

Admitted to Practice  
in Florida and Illinois

General Practice

Telephone (305) 430-3155  
Facsimile (305) 438-4721

August 1, 1995

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

Re: West Flagler Blimpie, Inc.

Dear Sirs:

Enclosed herewith please find Articles of Incorporation and Designation of Resident Agent and Acceptance for the above referenced entity together with my trust account check in the amount of \$ 70.00 to cover filing fees.

Thank you for your attention to this matter.

Very truly yours,

DAVID L. KOUT

95 AUG -1, PM 3:56  
FALLS CHURCH, VA  
FLORENCE, SC

400001553284  
-08/04/95--01040--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DLK/mjb  
enclosures

ARTICLES OF INCORPORATION  
OF  
WEST FLAGLER BLIMPIE, INC.

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MAY 19 1966

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I  
NAME

The name of the corporation is WEST FLAGLER BLIMPIE, INC.

ARTICLE II  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III  
PURPOSE

The corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is one-hundred (100), all of which shall be common stock with par value of \$ 1.00.

ARTICLE V  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE VI  
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 18004 N.W. 60 Pl., Miami Lakes, Florida 33015 and the name of the initial registered agent at that address is Maria Thalheimer.

ARTICLE VII  
DIRECTORS

7.01. The initial board of directors of the corporation shall consist of two (2) members.

7.02. The names and addresses of the first board of directors are:

Name	Address
Patricia G. Segal, President	c/o Thalheimer 18004 N.W. 60 Pl., Miami Lakes, FL 33015
Maria Thalheimer, Secretary/Treasurer	18004 N.W. 60 Pl., Miami Lakes, FL 33015

ARTICLE VIII  
INCORPORATORS

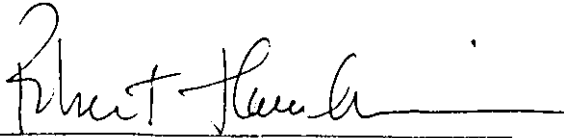
The names and addresses of the incorporators are:

Name	Address
Robert F. Thalheimer	18004 N.W. 60 Pl., Miami Lakes, FL 33015

ARTICLE IX  
COMMENCEMENT OF EXISTENCE

The corporation shall commence it's existence on the date of the filing of these articles.

IN WITNESS WHEREOF, I have subscribed my name this 29th day of June, 1995.

  
\_\_\_\_\_  
Robert F. Thalheimer,  
Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

On this 29th day of June, 1995, before me an officer duly authorized to take oaths and acknowledgements, personally appeared Robert F. Thalheimer, known to me by personal knowledge to be the person whose name is subscribed to the instrument within, and he acknowledged that he executed the same for the purposes contained therein after (not) taking an oath.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



DAVID KOUT  
COMMISSION # CC 347050  
EXPIRES JAN 20, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the  
Service of Process Within this State and Naming Agent upon  
Whom Process may be Served.

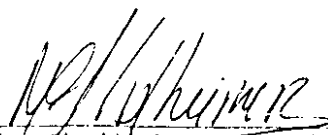
The following is submitted in compliance with Chapter  
48.091, Florida Statutes:

West Flagler Blimpie, Inc., a corporation organizing  
under the laws of the State of Florida with it's principal  
office at 18004 N.W. 60 Pl., in the city of Miami Lakes,  
County of Dade, State of Florida, has named Maria Thalheimer  
located at 18004 N.W. 60 Pl., City of Miami Lakes, County of  
Dade, State of Florida, as its agent to accept service of  
process within this state.

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FRI

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process:  
to keep office open during prescribed hours; to post my name  
(and any other officers of said corporation authorized to  
accept service of process at the above Florida designated  
address) in some conspicuous place in office as required by  
Law.

  
\_\_\_\_\_  
Maria Thalheimer, Resident  
Agent