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in Florida and Illinois

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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

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

DLK/mjb
enclosures

ARTICLES OF INCORPORATION
OF
WEST FLAGLER BLIMPIE, INC.

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MAY 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

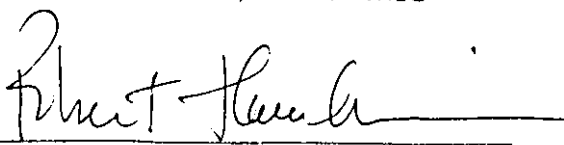
The names and addresses of the incorporators are:

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 #CC347050
EXPIRES JAN 20, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC, State of Florida

STATE OF FLORIDA
DEPARTMENT OF STATE

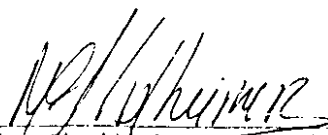
Certificate Designating Place of Business or Domicile for the
Service of Process Within this State and Naming Agent upon
Whom Process may be Served.

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.

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

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