

996000029271  
**PALLOTTO, HAYSON & MURPHY, P.A.**

*Attorneys and Counselors at Law*  
3800 MERIDIAN STREET  
HOLLYWOOD, FL 33021-3834

GEORGE L. PALLOTTO (1926-1978)  
RUSSELL M. HAYSON\*  
JOHN J. MURPHY\*  
\*ADMITTED FLORIDA AND NEW YORK BARS

TELEPHONE: 884-981-0700  
TELECOPIER: 884-981-9720

FILED  
MAR 28 AM 8 51  
TALLAHASSEE, FLORIDA  
STATE DEPARTMENT OF REVENUE

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

RE: **SOUTH - PAW VEND, INC.**  
**OUR FILE NO.: 96-46**

700001761767  
-03/28/96--01108--019  
\*\*\*122.50 \*\*\*122.50

Dear Gentlemen:

Enclosed herein please find **CERTIFICATE OF INCORPORATION** for **SOUTH - PAW VEND, INC.**, along with our trust account check in the amount of **\$122.50** to cover the filing fee. Please furnish this office with a **CERTIFIED COPY**. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

**JOHN J. MURPHY, ESQ.**  
JJM/ssa  
Enclosures  
cc: **JAMIE C. MALTESE**

4/4/96  
B

FILED  
MAY 13 1963  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION**  
**OF**  
**SOUTH - PAW VEND, INC.**

I, **THE UNDERSIGNED**, hereby associate myself together with the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

**ARTICLE I.**

The name of this corporation shall be **SOUTH - PAW VEND, INC.**

**ARTICLE II.**

The general nature of the business to be transacted by this corporation shall be:

1. To engage in the business of vending goods of every kind, type, and description; to purchase and sell goods as a wholesaler, retailer, distributor, or otherwise, and to act as an agent or broker in the sale of goods of every kind, type, and description; to do all things as are necessary to the accomplishment of the purposes set forth therein.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the **Laws of the State of Florida** upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the **State of Florida**, or in any State, Territory, or dependency of the **United States**, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

### **ARTICLE III.**

The authorized capital stock of this corporation shall be one **hundred (100)** shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the **Board of Directors** at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the **Board of Directors**.

### **ARTICLE IV.** **AMOUNT OF CAPITAL TO BEGIN BUSINESS**

The amount of capital to begin the business herein and operate same shall be a total of **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS**.

**ARTICLE V.  
PRINCIPAL OFFICE**

The principal office of the corporation shall be located at  
**4121 S.W. 106 TERRACE, DAVIE, FLORIDA 33328**  
with the privilege of operating any branch office any place in any  
state, territory or foreign country, as the corporation deems  
advisable.

**ARTICLE VI.  
CORPORATION EXISTENCE**

The corporation shall have perpetual existence unless sooner  
dissolved according to Law.

**ARTICLE VII.  
NUMBER OF DIRECTORS**

The number of directors shall be not less than **one (1)** nor  
more than **three (3)**, but the By-Laws may provide for such increase  
or decrease in number thereof as is authorized by law.

**ARTICLE VIII.  
DIRECTORS**

The names and addresses of the first **Board of Directors** of  
this corporation are:

**JAMIE C. MALTESE**  
President, Secretary  
Treasurer

**4121 S.W. 106 TERRACE**  
**DAVIE, FLORIDA**  
**33328**

**ARTICLE IX.  
NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the  
number of shares of stock which each agrees to take are:

JAMIE C. MALTESE  
President, Secretary  
Treasurer

4121 S.W. 106 TERRACE  
DAVIE, FLORIDA  
33328

100 Shares of Stock

FILED  
10 MAR 23 AM 8:57  
TALLAHASSEE, FLORIDA

**ARTICLE X.  
REGISTERED AGENT**

JOHN J. MURPHY, ESQ., is hereby named as the original **Registered Agent** of this corporation, upon whom service of process may be held in accordance with the laws of the **State of Florida**, and the street address of the initial Registered Agent's office is:

**3860 SHERIDAN STREET, HOLLYWOOD, FLORIDA 33021-3634.**

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge and filed in the office of the Secretary of State of Florida the foregoing **CERTIFICATE OF INCORPORATION**, this 25<sup>th</sup> day of **MARCH**, 1996.

WITNESSES:

Victoria Luckett

Jamie C. Maltese  
JAMIE C. MALTESE

Sandra C. Atkinson

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, **JAMIE C. MALTESE**, personally known to me or has produced \_\_\_\_\_ as identification, and he acknowledged before me that he executed the foregoing **CERTIFICATE OF INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 25<sup>th</sup> day of **FEBRUARY**, 1996.



SANDRA C. ATKINSON  
MY COMMISSION # CC 229381 EXPIRES  
September 20, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.



Sandra C. Atkinson  
NOTARY PUBLIC  
SANDRA C. ATKINSON  
MY COMMISSION # CC 229381 EXPIRES  
September 20, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF REGISTERED AGENT**

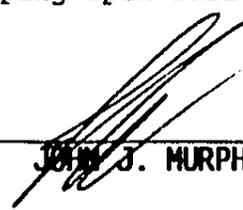
In compliance with Chapter 48.091, Fla. Stats., the following is submitted:

**SOUTH - PAW VEND, INC.**, a corporation desiring to organize under the **Laws of the State of Florida**, has named **JOHN J. MURPHY, ESQ.**, as its initial **Registered Agent**, and the initial street address of the initial registered office of said agent is:

**3660 SHERIDAN STREET, HOLLYWOOD, FLORIDA 33021-3634.**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**JOHN J. MURPHY, ESQ.**

FILED  
96 MAR 28 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

c:\corporat\southpaw.ma1

**P96000029271**  
**PALLOTTO, HAYSON & MURPHY, P.A.**

*Attorneys and Counselors at Law*  
3100 MERIDIAN STREET  
HOLLYWOOD, FL 33021-7034

GEORGE L. PALLOTTO (1926-1978)  
RUSSELL M. HAYSON\*  
JOHN J. MURPHY\*  
\*ADMITTED FLORIDA AND NEW YORK BARR

TELEPHONE: 854-981-0700  
TELECOPIER: 854-981-0720

August 6, 1996

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

200001818882  
-08/13/96--01061--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: STEFANO'S SUBS, INC.  
OUR FILE NO.: 96-214

Dear Gentlemen:

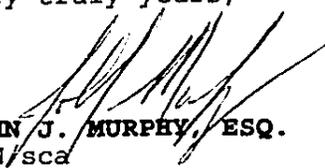
Enclosed herein please find the following regarding the above-referenced matter:

1. ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF SOUTH - PAW VEND, INC. (Incorporated MARCH 28, 1996, Document No. P96000029271);
2. PALLOTTO, HAYSON & MURPHY, P.A., Trust Account check in the sum of \$87.50 to cover the Filing Fee for the ARTICLES OF AMENDMENT (\$35.00) and a Certified Copy of the AMENDMENT (\$52.50).

Please process the enclosed request to change the name of SOUTH - PAW VEND, INC., to STEFANO'S SUBS, INC. Please furnish this office with a Certified Copy. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

  
JOHN J. MURPHY, ESQ.  
JJM/sca  
Enclosures  
cc: JAMIE C. MALTESE

FILED  
96 AUG 12 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

name change  
LFS  
8-15-96

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
96 AUG 12 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SOUTH - PAW VENT, INC.  
(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

STEFANO'S SUBS, INC.,

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: AUGUST 6, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

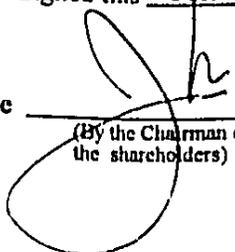
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 6th day of AUGUST, 19 96

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JAMIE C. MALTESE

Typed or printed name

PRESIDENT, SECRETARY, TREASURER

Title