

P96000029271
PALLOTTO, HAYSON & MURPHY, P.A.

Attorneys and Counselors at Law
3800 NICHOLSON STREET
HOLLYWOOD, FL. 33021-3834

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

TELEPHONE: 884-081-0700
TELECOPIER: 884-081-0720

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

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

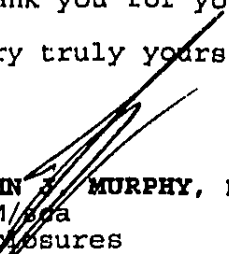
700001761767
-03/28/96--01108--019
***122.50 ***122.50

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/sca
Enclosures
cc: **JAMIE C. MALTESE**

4/4/96
DB

CERTIFICATE OF INCORPORATION
OF
SOUTH - PAW VEND, INC.

FILED
JAN 13 1963
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

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

**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 25th day of **MARCH**, 1996.

WITNESSES:

Victoria Luckett

Sandra C. Atkinson

STATE OF FLORIDA
COUNTY OF BROWARD

JAMIE C. MALTESE

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 25th day of **FEBRUARY**, 1996.



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



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

CERTIFICATE OF REGISTERED AGENT

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

SOUTH - PAW VENT, 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 PM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

c:\corporate\southpaw.mai

P96000029271

PALLOTTO, HAYSON & MURPHY, P.A.

Attorneys and Counselors at Law
3100 MERIDIAN STREET
HOLLYWOOD, FL 33021-7634

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

TELEPHONE: 954-981-0700
TELECOPIER: 954-981-0720

August 6, 1996

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

200001913932
-08/13/96--01061--006
*****87.50 *****87.50

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

Dear Gentlemen:

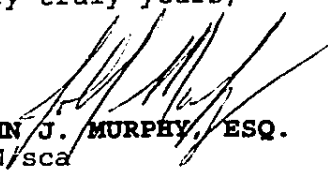
Enclosed herein please find the following regarding the above-referenced matter:

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 (K)
KFJ
8-15-96

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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

SOUTH - PAW VEND, 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)

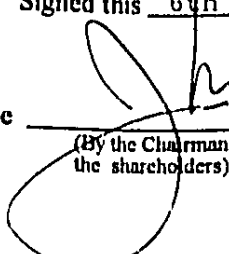
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled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