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June 3, 1996

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

Florida Department of State
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for filing and a check in the amount of \$70.00 for the filing fees for the company listed below:

BURNS BLIMPIE, INC.
C/O JERRY M. SYROP
1515 UNIVERSITY DRIVE, SUITE 218
CORAL SPRINGS, FL 33071

Please file and return a date-stamped copy to me at the following address:

Jerry M. Syrop, Subscriber
1515 University Drive, Suite 218
Coral Springs, FL 33071
(305) 346-7622

FILED
96 JUN 10 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

Jerry M. Syrop
Jerry M. Syrop
Subscriber

JUN 10 1996

BSB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BURNS BLIMPIE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Burns Blimpie, Inc.

The principal place of business of this corporation shall be:

**Burns Blimpie, Inc.
C/O Jerry M. Syrop
1515 University Drive
Suite 218
Coral Springs, FL 33071**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1515 University Drive, Suite 218, Coral Springs, FL 33071 and the name of the initial registered agent of the corporation at that address is Jerry M. Syrop.

ARTICLE V. TERM OF EXISTENCE

The term for which this corporation shall exist is perpetual.

ARTICLE VI. OFFICERS and DIRECTORS

This corporation initially shall have no Directors and Officers. The affairs of the Corporation will be managed by the shareholders until elections can be held as provided by the Bylaws.

ARTICLE VII. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

Jerry M. Syrop
1515 University Drive
Suite 218
Coral Springs, FL 33071

The subscriber hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 3rd day of June, 1996.

Jerry M. Syrop (SEAL)
STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 3rd day of June, 1996.

Susan A. Gerstenfeld (SEAL)



SUSAN A. GERSTENFELD
COMMISSION # CC 316681
EXPIRES SEP 18, 1997

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96 JUN 10 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA