

11/06/94
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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11:08 PM
((H06000010827))
TO: DIVISION OF CORPORATIONS FROM: ENRIQUE CORPORA KEE COMPANY
DEPARTMENT OF STATE 1402 W FLAGLER ST
STATE OF FLORIDA SUITE 200
408 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3094
FAX: (305) 541-3770
((H06000010827)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ENRIQUE CORPORA KEE COMPANY

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINED STREET
TALLAHASSEE, FL 32399
FAX: (904) 822-4000

CONTACT: RAY BTORMONT
PHONE: (305) 841-3894
FAX: (305) 841-3770

OVER THE COLUMBIAN FIRE COMPANY
1402 W FLAGLER ST
SUITE 200
MIAMI FL 33136-
RAY STORMONT
(305) 541-3084
(305) 541-3770

((H90000010827)))
 NAME: POPPY'S SUB'S, INC.
 FAX AUDIT NUMBER: H90000010827
 DATE REQUESTED: 08/08/1996
 CERTIFIED COPIES: 1
 NUMBER OF PAGES: 0
 ESTIMATED CHARGE: \$122.50
 FAX: (906) 541-3770
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 TIME REQUESTED: 13:08:43
 CERTIFICATE OF STATUS: 0
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NAME: POPPY'S SUB'S, INC.

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CERTIFIED COPIES: 1

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TALLAHASSEE, FLORIDA

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EMPIRE CORPORATE KIT

13:38 6661-50-574

P.18/23

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 5, 1996

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

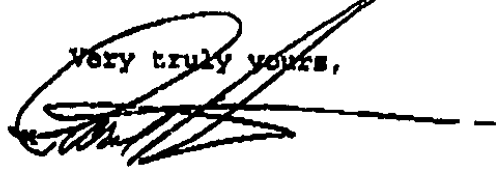
RE: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Poppy's Subs, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,



Carol Roberts

Prepared By:
David Hernandez
210 N. University Dr Ste 502
Coral Springs, Fl. 33071
(305) 346-7288

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ARTICLES OF INCORPORATION

OF

Poppy's Subs, Inc.

The undersigned subscribers to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
Poppy's Subs, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 100,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 1300 E. Hillsboro Blvd, Ste 104, Deerfield Beach, Fl. 33441 name of the initial registered agent of this corporation at that address is Carol Roberts.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 4 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is: Carol Roberts, Nicole Roberts, David Yates, Randi Yates & Kellie Shannon-Yates

1300 E. Hillsboro Blvd. Ste 104
Deerfield Beach, Fl. 33441

ARTICLE IX. Officers. The initial officers of the corporation will be: Carol Roberts, President, David Yates and Nicole Roberts, V. Presidents, Kellie Shannon-Yates, Treasurer and Randi Yates, Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Carol Roberts
1300 E. Hillsboro Blvd. Ste 104
Deerfield Beach, Fl. 33441

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.


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ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 1300 E. Hillsboro Blvd, Ste 104, Deerfield Beach, Fl. 33441

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of August, 1996.

 (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, Carol Roberts, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 5th Day of August, 1996.

NOTARY PUBLIC

My Commission Expires: _____

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TOTAL P.23

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State State of Florida Division of
Corporations Department of State
Tallahassee, FL 32304

I, Carol Roberts, do hereby consent to serve as
registered agent for the corporation, Poppy's Subs, Inc.
This 5th Day of August, 1996.


x _____
Carol Roberts

Address of registered agent:

1300 E. Hillsboro Blvd. Ste 104
Deerfield Beach, Fl. 33441

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EMPIRE CORPORATE KIT

AUG-85-1996 13:39