

P96000069160

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

EFFECTIVE DATE
8-16-96

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: CRISTONY, INC.

<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s) <u>240.00</u>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

F. CHESLER AUG 20 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	8/20		
TIME	8:45		CK No. _____
BY	<u>Per</u>		

WALK-IN
Will Pick Up _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	_____
BALANCE DUE.....	_____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

CRISTONY, INC.

FILED
96 AUG 20 AM 11:33
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-16-96

Article I - Name

The name of this corporation is:

CRISTONY, INC.

Article II - Duration

This corporation shall commence existence on August 16, 1996, and shall have perpetual existence unless terminated or dissolved as provided by law.

Article III - Purpose

This corporation is organized for the purpose of engaging in the business of owning and operating one or more Blimpie's restaurant franchises and its activities shall be confined exclusively to the operation of such a business or businesses.

Article IV - Capital Stock and Voting Rights

This corporation is authorized to issue 1000 shares of Common stock, which shall have a par value of \$1.00 per share.

The holders of the stock of the corporation shall be entitled to one vote for each share of stock held, at all meetings of the stockholders, regardless of the purpose of such meetings and regardless of the matter voted upon.

Article V - Pre-emptive 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4265 Central Avenue, St. Petersburg, Florida 33702, and the name of the initial registered agent of the corporation at that address is CHARLES E. H. BECK.

Article VII - Address of Principal Office and Mailing Address

The address of the principal office of the corporation is 1310 - 34th Street North, St. Petersburg, Florida 33713, and the mailing address is the same.

Article VIII - Officers and Directors

Section A. The management and control of this corporation shall be vested in a Board of Directors of one or more members. The number of Directors may be varied from time to time by bylaws adopted by the stockholders, but shall always be at least one.

Section B. The corporation shall have as its officers a president, a vice president, a secretary and a treasurer, and such other officers as to the Board of Directors may seem expedient. Any person may hold two or more offices.

Section C. The Board of Directors shall be selected by the stockholders at each annual meeting to be held at the principal office of the corporation or at such other place as shall be designated in and by the notice of the meeting. The officers shall be elected by the Board of Directors at its first meeting following each annual meeting of the stockholders. The names and addresses of the initial Board of Directors who, subject to the provisions of these Articles of Incorporation and the laws of Florida, shall hold office until their successors are duly elected and have qualified, are as follows:

RALPH C. BENINCASA	7224 Ridgeport Drive Tampa, Florida 33647
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MARY LOU BENINCASA	7224 Ridgeport Drive Tampa, Florida 33647
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Section D. The names and addresses of the officers of the corporation, who shall serve until their successors have been

duly elected, are as follows:

President	RALPH C. BENINCASA 7224 Ridgeport Drive Tampa, Florida 33647
Vice-President, Secretary and Treasurer	MARY LOU BENINCASA 7224 Ridgeport Drive Tampa, Florida 33647

Article IX - Incorporator

The name and address of the person signing these Articles is:

CHARLES E. H. BECK	4265 Central Avenue St. Petersburg, Florida 33713
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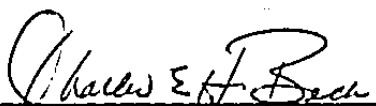
Article X - Corporate Seal

The seal of the corporation shall be a circular impression bearing in the center thereof the words, "CORPORATE SEAL, 1996, FLORIDA" and around the circumference thereof the words, "CRISTONY, INC."

Article XI - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the holders of a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders shall sign a written statement manifesting their intention that a certain amendment to these Articles be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of August, 1996.

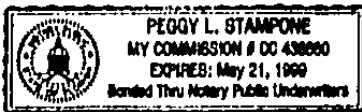


CHARLES E. H. BECK, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, in and for the State of Florida,
personally appeared CHARLES E. H. BECK, to me personally known or
who produced PERSONALLY KNOW as
identification, and who acknowledged before me that he executed
the foregoing Articles of Incorporation for the uses and purposes
therein expressed, and who did take an oath.

WITNESS my hand and official seal at said county and state
aforesaid, this 16th day of August, 1996.



Notary Public
Peggy L. Stampone
Printed Name
State of Florida at Large (Seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of
process for the above-named corporation, at the place designated
in these Articles, I hereby agree to act in that capacity.

Charles E. H. Beck
CHARLES E. H. BECK,
Registered Agent

FILED
AUG 20 1996
TALLAHASSEE, FLORIDA