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8/30/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H96000012102 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0039

ACCT#: 071001002335

FAX #: (305)592-9591

NAME: PALMETTO SANDWICH SHOP, INC.

AUDIT NUMBER.....H96000012102

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

ENTRANCE DATE
8-29-96

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8/30/96

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TALLAHASSEE, FLORIDA

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36 SEP -4 PM 12:00
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TALLAHASSEE, FLORIDA

No R.A. Add.
W96-18378
608

2nd Report
some errors
Rang
9/4/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 30, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: PALMETTO SANDWICH SHOP, INC.
REF: W96000018318

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000012182
Letter Number: 596A00041125

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FLORIDA DEPARTMENT OF STATE

1196000012102

FILED
SEP -4 1970
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation pursuant to Part II, 'Closed Corporation', Chapter 607, of the Florida Statutes as currently and shall hereafter be in force and in effect, and pursuant to Part I Corporation Generally, Chapter 607, of in force and in effect, to the extent that the aforementioned provisions of Part II, 'Closed Corporation' Chapter 607, of the Florida Statutes are not applicable thereto and in conflict therewith.

ARTICLE I Name

The name of the corporation is:

PALMETTO SANDWICH SHOP, INC.

ARTICLE II Nature of Business

The Corporation may engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III Capital Stock

The maximum number of share of stock the corporation is authorized to have issued and outstanding at any one time is 5000 shares of non-assessable common stock having a nominal value of ONE DOLLAR AND 00 CENTS (\$1.00).

ARTICLE IV Initial Capital

The amount of capital with which the Corporation shall commence is no less than
TWO HUNDRED DOLLARS AND 00 CENTS (\$200.00).

ARTICLE V Term of Existence

The Corporation shall exist perpetually.

Article VI Address

The initial street address of the principal office of the Corporation in the State of FL is, 7801 CORAL WAY #120, MIAMI 33155. The corporation may move its principal office to places within and without the state of Florida.

PREPARED BY: JSP ASSOCIATES, INC.
7801 CORAL WAY, SUITE 120
MIAMI, FL 33155

(202) 202-0741

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Article VII Management

The business of the corporation shall be managed by the Board of Directors. Any action required or permitted by Part I or Part II, Chapter 607 of the Florida Statute, shall be taken by a majority vote of the Board of Directors. The Director shall be elected by the stockholders by majority vote. Each stockholder shall be entitled to one vote for each issued and outstanding share of which he/she or it, is the record owner.

Article VIII Subscriber

The name, street address and number of shares subscribed by the initial subscribers to these Articles of Incorporation are:

MRS JESSICA PEREZ
15639 S.W. 100 TERRACE
MIAMI, FL. 33196

Shares Held
100.00

MR OMAR PEREZ
15639 S.W. 100 TERRACE
MIAMI, FL. 33196

Shares Held
100.00

The initial subscriber certifies that in consideration for the stock for which the corporation will begin business as set forth in Article IX thereof.

Article IX Existence

The Corporation shall exist on August 29, 1996 such date being the day on which the subscriber to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

Article X Amendments

The Corporation may amend or repeal any provisions, part or part of these Articles of Incorporation upon an affirmative vote of the issued and outstanding stock at a duly constituted shareholders meeting.

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Article XI By-Laws and Stockholders Agreements

The Stockholders shall have the power to make, amend or repeal by-laws concerning all matters and things so long as such by-laws or stockholders are not in conflict with these Articles of Incorporation they are now or hereafter in force and effect.

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IN WITNESS WHEREOF, I the undersigned subscriber, being the original subscriber(s) to the capital stock herein above described for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are true, and so agree to receive the number of share herein set forth, and hereunto set hand and seal this

0, 0.


MRS JESSICA PEREZ


MR OMAR PEREZ

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ACCEPTANCE

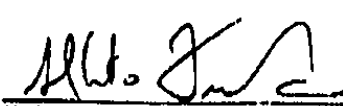
I agree as resident agent to accept Service of Process;
to keep office open during prescribed hours; to post my name
and any other officer of said corporation authorized to
accept service of place in office as required by law.

FILING FEE:
SEVENTY-EIGHT DOLLARS SEVENTY-FIVE CENTS (\$78.75)

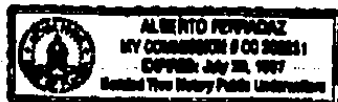

MR OMAR PEREZ

STATE OF FLORIDA
SS:
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared,
MR OMAR PEREZ to me well known to be the individual
described in and who executed the foregoing Articles of
Incorporation and acknowledges before me that he executed for
purpose therein expressed.


Notary Public
State of Florida

My commission expires:



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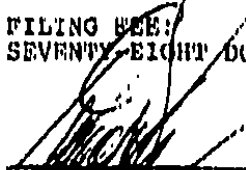
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96 SEP -4 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE


I agree as resident agent to accept Service of Process;
to keep office open during prescribed hours; to post my name
and any other officer of said corporation authorized to
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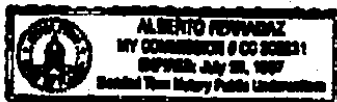

MR OMAR PEREZ
7801 Coral Way # 120
Miami, FL 33155

STATE OF FLORIDA
SS:
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared,
MR OMAR PEREZ to me well known to be the individual
described in and who executed the foregoing Articles of
Incorporation and acknowledges before me that he executed for
purpose therein expressed.


Notary Public
State of Florida

My commission expires:



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