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WILSON W. SUAREZ

ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATES

CAPITAL BANK BUILDING - MEZZANINE
2101 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134-4200

TELEPHONE (305) 440-7300
FACSIMILE (305) 440-7330

September 9, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Nicole's Sub Shoppe, Inc.

Dear Sirs:

Enclosed please find the original and a copy of the Articles of Incorporation of Nicole's Sub Shoppe, Inc. Also enclosed is a check in the amount of \$122.50.

It is my desire to incorporate as soon as possible and your prompt attention to that effect would be greatly appreciated. If you have any questions, please do not hesitate to contact me.

Sincerely yours,

By:

GUS SUAREZ

GS/jgr

Enclosures

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ARTICLES OF INCORPORATION
OF
NICOLE'S SUB SHOPPE, INC.

ARTICLE I - NAME

The name of this corporation is: NICOLE'S SUB SHOPPE, INC.

ARTICLE II - PURPOSE

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE V - PRINCIPAL OFFICE

The principal office of the corporation is: 1715 Wa-kee-na Drive, Miami, FL 33133.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal address of the initial registered office of the corporation is: 2151 Le Jeune Road, Mezzanine, Coral Gables, FL 33134-4200, and the name of the initial registered agent of this corporation at that address is: Gus Suarez.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time

to time as provided for in the By-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are: Veronica Andrado, 1715 Wa-ko-na Drive, Miami, FL 33133.

ARTICLE VIII - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation is/are: Gus Suarez, 2151 Le Jeune Road, Coral Gables, FL 33134-4200.

ARTICLE X - BY-LAWS

The power to adopt, amend or repeal the by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended as provided by law.

ARTICLE XII - VOTING RIGHTS

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE XIII - GENERAL OPERATION PROCEDURES

The affairs of this corporation shall be conducted by the incorporator(s) until such time as the stock of the corporation is issued to the subscriber(s) of the stock of this corporation. The

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Having been named to accept service of process for NICOLE'S SUB SHOPPE, INC. at the place designated in its articles of incorporation, I heroby agree to act in this capacity and to comply with the provisions of F.S. 607.0505 and all statutes relative to the proper and complete performance of my duties.

Dated: September 9, 1996.



Gus Suarez, Registered Agent

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TALLAHASSEE, FLORIDA