

STANLEY A. DUBOFF
Accountant
9825 West Sample Road
Coral Springs, Florida 33065
(305) 752-6360

P96000090828

October 29, 1996

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-11/01/96--01082--018
****122.50 ****122.50

Florida Department Of State
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

On behalf of Avenue Pizza & Subs, Inc. a company desiring to incorporate in the State Of Florida, enclosed please find the following;

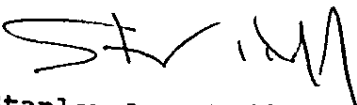
- 1-Two copies of the articles of incorporation (one copy for certification) together with certificate of Notary Public.
- 2-Two copies of certificate designating registered agent for service of process.
- 3-Check in the amount of \$122.50 in payment of

Filing fee	\$ 35.00
Registered agent fee	35.00
Certified copy of articles of incorporation	52.50

	\$122.50
	=====

Please forward the certified copy of the articles to the undersigned.

Very truly yours,


Stanley A. Duboff

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
AVENUE PIZZA & SUBS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of this corporation is Avenue Pizza & Subs, Inc.
2. The period of this corporation is perpetual.
3. The corporation may engage in any activity or business permitted under the laws of the United States and of this State.
4. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) Shares of common stock all of one class, having a value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.
5. The Corporation's principal office and initial registered office address is:

2550 NW 19th Street
Fort Lauderdale, Fl 33311

and the name of its initial Registered Agent at said address is:

Atthony Cortese

6. The number of directors constituting its initial Board of Directors is two, whose names and addresses are:

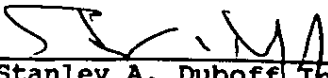
Anthony Cortese
11074 Royal Palm Boulevard
Coral Springs, Fl 33065

7. The name and address of the incorporator is:

Stanley A. Duboff
9825 West Sample Road Ste. 200
Coral Springs, Florida 33065

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

DATED this 30th day of October 1996


Stanley A. Duboff Incorporator

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DIVISION OF CORPORATIONS
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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

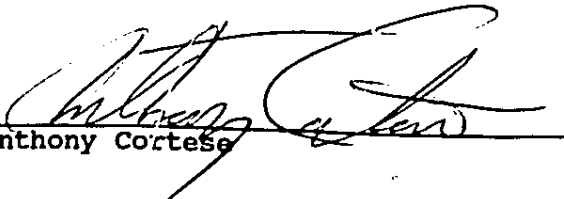
Avenue Pizza & Subs, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the city of Fort Lauderdale, Florida has named:

Anthony Cortese
2550 NW 19th Street
Fort Lauderdale, Fl 33311

as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

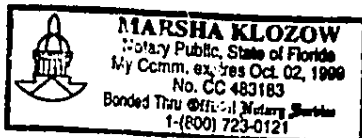

Anthony Cortese

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

SS:

BEFORE ME, the undersigned authority, personally appeared Stanley A. Duboff who is to me well known to be the person described in and who subscribed the foregoing Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Springs, Florida in said County and State this 30th day of October, 1996.



Marsha Klozow, notary
NOTARY PUBLIC - State of Florida

My commission expires: