

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

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: Belmonte's Subs, Inc.

	C.C. FEE.	DISBURSED
<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 checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<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 _____

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

BELMONTE'S SUBS, INC.

FILED
95 NOV 14 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves together for the purpose of becoming incorporated and forming a corporation under the following charter or articles of incorporation:

ARTICLE I

The name of this corporation shall be: BELMONTE'S SUBS, INC.

ARTICLE II

Its principal place of business and office in the State of Florida is located in the County of Palm Beach, and branch offices may be established in such place or places in the State of Florida and in the United States and in foreign countries as may, from time to time, be authorized by the Board of Directors. The office of the corporation shall be located at: 4719 Sea Oats Circle, Apt. 301, West Palm Beach, Florida 33417.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The number of directors of this corporation shall not be less one nor more than two.

ARTICLE V

The following general provisions shall govern this corporation:

The time and place of the annual stockholders meeting shall be fixed and provided for in the by-laws and notice of same shall be given in one of the methods provided by law. Any meeting of stockholders may be held within or without this state. Any stockholder may waive notice of the time, place and purpose of any meeting, either before, after or at such meeting.

ARTICLE VI

There shall be a President of this corporation, who shall also be a director, one or more Vice Presidents, as the Board of Directors may from time to time determine, a Secretary and a Treasurer. Such officers shall be chosen by the Board of Directors and shall hold office subject to the laws of the State of Florida or until their successors are elected and qualified.

All of the officers, agents and employees of the corporation shall have such powers and perform such duties as may be prescribed by the by-laws or determined by the Board of Directors.

Any person may hold two or more offices.

ARTICLE VII

The general nature of the business to be transacted shall be as follows:

(a) To do all such things as are incidental to the accomplishment of the following objects or purposes, or any of them, or necessary or incidental to the protection or benefit of the corporation; and to transact any other kind of business that may seem to the corporation capable of being conveniently carried on in connection with any of said purposes or objects or calculated either directly or indirectly to enhance the value of, or render profitable any of the corporation's property or rights or beneficial or desirable for the stockholders of this corporation, not contrary to the laws of this State, and whether or not of the same nature as, or similar nature to, any of the purposes hereinafter expressed.

(b) To have and to exercise all of the powers granted by the laws of Florida to corporations. The following clauses shall be construed as objects and powers and shall not be held or construed in any way to limit or restrict or confine the powers of this corporation, provided that nothing herein contained shall be construed to grant this corporation banking powers or any right, powers or privileges not permitted by the laws of Florida to corporations.

(c) To acquire, own, hold and deal in real property as agent, owner, or broker; to exchange, mortgage, deed in kinds of lands, improved, rights of way, easements and any and all other property of any and every kind or description, real, personal or mixed, wheresoever situated, including water and water rights, to construct, as builder, owner or contractor, to maintain, equip, operate, and furnish dwelling houses, apartment houses, business buildings or blocks, office buildings, manufacturing or industrial works and plants, and other buildings of any kind.

(d) To supervise and manage all classes of properties, income bearing or otherwise, for this corporation or for other persons, corporations and/or associations; to act as agent, broker or attorney in fact, on a commission basis or otherwise, for any other person, corporation or association, to negotiate sales, leases, mortgages, deeds of trust and other encumbrances of properties of other persons, corporations and associations, real, personal and mixed, wheresoever situated; and generally to maintain, conduct and carry on the business of real estate agent and broker.

(e) To lend money; to purchase or otherwise acquire, become interested in, hold, sell, mortgage, pledge, hypothecate, or otherwise dispose of or turn to account or realize upon all forms of securities, including stocks, bonds, debentures, notes, evidence of indebtedness, certificates of interest, commercial papers, mortgages, and other similar instruments and rights issued or created by corporations, whether public, municipal, quasi-public or private, domestic or foreign, and by associations, firms, trustees, syndicates, individuals, governments, states, municipalities, or other political divisions, or issued or created by others, and to deal in payment thereof its own stock, bonds, or other obligations or securities, or otherwise pay therefor; to exercise in respect thereof any and all rights, powers and privileges of individual ownership or interest therein, including the right to otherwise act in respect thereto, to do any and all acts and things for the preservation, protection, improvement and enhancement in value thereof or designed to accomplish any such purpose, and to aid by loan, subsidy, guaranty, or in any manner, those issuing, creating or responsible for any such securities as aforesaid by original subscription, underwriting, participation in syndicates or otherwise, and irrespective of whether or not such securities be fully paid or subject to further payments; and to make payments thereon as called for, or in advance of calls or otherwise, and to underwrite or subscribe for the same conditionally or otherwise, and either with a view to investment or for resale, or for any other lawful purpose; to guarantee the payment or both of any bonds or other obligations, and the performance of any contracts.

(f) To manufacture, buy, sell, lease, import and export, pledge, mortgage, hypothecate or otherwise deal in and with either as principal or otherwise, goods, wares and merchandise and personal property of every kind and description.

(g) To acquire the good will, rights, property, business and franchise of any person, firm, association, or corporation whatsoever now or hereafter engaged in any business which the corporation may lawfully conduct; to pay therefor in cash or in stocks or bonds of this corporation or otherwise, in the manner dispose of whole or any part of the rights and property acquired; to assume in connection or corporation, and to conduct in lawful manner the whole or any part of the business thus acquired.

(h) To make and enter into contracts of all kinds with any individual, firm, association, private, public, quasi-public or municipal corporation, state, government or governmental authority, including, but without limiting the generality of the foregoing, contracts of indemnity, guaranty and suretyship.

(i) To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, and grant licenses or territorial rights, in respect of, or otherwise to account or dispose of, own, introduce, assign, lease, mortgage, or pledge, any copyrights, trademarks, trade names, brands, labels, inventions, devices,

formulas, processes and all improvements or modifications thereof, patent rights or letters patent of the United States of America, or of any other country or government, whether used in connection with or secured under letters patent or otherwise.

(j) To borrow money and to make, accept, endorse, discount, execute and issue notes, bonds, debentures, bills of exchange, warrants, obligations, evidences of indebtedness and negotiable instruments of all kinds, whether secured by mortgage, deed of trust, pledge or otherwise, without limit as to amount and to secure the same by mortgage, deed of trust, and/or pledge all of or any of the real and personal property of this corporation or otherwise.

(k) To purchase, acquire, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, improve, develop, construct, maintain, equip, operate and generally acquire or transfer any and all lands, improved and unimproved, and to sell, or otherwise dispose of the products thereof the products thereof, houses, office buildings, garages, plants, and other buildings and descriptions, real, personal and mixed, wheresoever situated, including water and water rights.

(l) To become a Joint Venturer or Partner (either General or Limited or both) to enter into Agreements of Joint Venture or Partnership with one or more other persons, partnerships, associations or corporations for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any other purposes herein set forth or otherwise or which may be calculated directly or indirectly to promote the best interest of this corporation or to enhance the value of its property or business.

ARTICLE VIII

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1.00.

ARTICLE IX

The amount of capital with which this corporation will begin business is 500.

ARTICLE X

The names and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
Maria G. DeMattio	36 David Drive Poughkeepsie, N.Y. 12601
Robert J. DeMattio, Sr.	36 David Drive Poughkeepsie, N.Y. 12601

ARTICLE XI

The names and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor are:

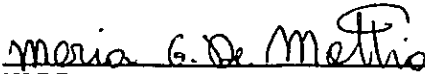
NAME	ADDRESS	SHARES	CONSIDERATION
Marie G. DeMattio	36 David Dr. Poughkeepsie, NY 12601	250	\$250.00
Robert J. DeMattio, Sr.	36 David Dr. Poughkeepsie, NY 12601	250	\$250.00

ARTICLE XII


The corporation, BELMONTE'S SUBS, INC., with its principal place of business located at 4719 Sea Oats Circle, Apt. 301, West Palm Beach, Florida 33417, names Michael DeMattio at 4719 Sea Oats Circle, Apt. 301, West Palm Beach, FL 33417 as its registered agent designated to accept service of process within the State of Florida.

ARTICLE XIII

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 a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.



MARIA G. DEMATTIO



ROBERT J. DEMATTIO, SR.

STATE OF
COUNTY OF

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared MARIA G. DEMATTIO and ROBERT J. DEMATTIO, SR. to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

SWORN TO AND SUBSCRIBED TO before me this 8th day
of November, 1996

Erzsebeth E. Frank
Notary Public, State of
My Commission expires:

ERZSEBETH E. FRANK
NOTARY PUBLIC, State of New York
Qualified in Dutchess County
Registration No. 01FR5018784
Commission Expires October 4, 19 97

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:

First--That BELMONTE'S SUBS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of West Palm Beach, County of Palm Beach, State of Florida, has named MICHAEL DEMATTIO of 4719 Sea Oats Circle, Apt. 301, West Palm Beach, Florida 33417 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at 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.


RESIDENT AGENT
MICHAEL DEMATTIO

96 NOV 14 PM 2:51
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE