

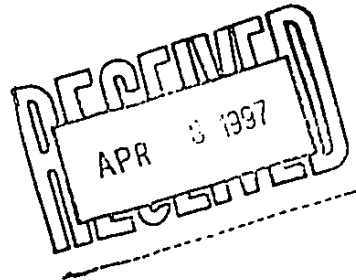
P96000093758



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1997

MASTERPIECE MARKETING & MEDIA, INC.
BOLANOS, TRUXTON & YOUNGS, P.A.
2121 PONCE DE LEON BLVD SUITE 1035
CORAL GABLES, FL 33134



SUBJECT: MASTERPIECE MARKETING & MEDIA, INC.
Ref. Number: P96000093758

To Whom It May Concern:

In a recent audit of our records we have determined that the original Articles of Incorporation for MASTERPIECE MARKETING & MEDIA, INC., document number P96000093758, has been misplaced and has not been filmed for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the articles, so that we can complete our records.

Please send the copy to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Lyn Turley

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (904) 487-6900.

Sincerely,
Lyn Turley,
Management Review Specialist
Bureau of Commercial Recording

Letter number: 797A00016739

Articles of Incorporation
of
MASTERPIECE MARKETING & MEDIA, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

MASTERPIECE MARKETING & MEDIA, INC.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o Gregg S. Truxton, Esquire
Bolaños, Truxton & Youngs, P.A.
2121 Ponce de Leon Blvd.
Suite 1035
Coral Gables, Florida 33134

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on November 15, 1996. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Gregg S. Truxton, Esquire
Bolaños, Truxton & Youngs, P.A.
2121 Ponce de Leon Blvd.
Suite 1035
Coral Gables, Florida 33134

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gregg S. Truxton, Esquire
Bolaños, Truxton & Youngs, P.A.
2121 Ponce de Leon Blvd.
Suite 1035
Coral Gables, Florida 33134


ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of November 14, 1996.




Gregg S. Truxton, Esquire

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of Masterpiece Marketing & Media, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



Gregg S. Truxton, Esquire

Dated: November 14, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW ENGLAND SUBS, INC.
16412 RUBY LAKE
WESTON, FL 33331
954-349-7137

P96000094605

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Notice of Address Correction, New England Subs, Inc.
P96000094605
November 19, 1996

To Whom This May Concern:

Please be advised that the records in your office incorrectly list Miami, FL as the address for the corporation. The zip code in your records is correct, however.

If a 1997 report is due, please forward it to the above address in sufficient time for us to fill it out and return it before the due date.

Most sincerely,
NEW ENGLAND SUBS, INC.

BY: Ray Kenneally
RAY KENNEALLY, PRES.

VS 4/17