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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ORLANDO'S GOURMET SUBS CORP.
AUDIT NUMBER.....H96000017725
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

OF

ORLANDO'S GOURMET SUBS CORP.

ARTICLE I - NAME

This name of this Corporation is ORLANDO'S GOURMET SUBS CORP.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these articles are filed.

ARTICLE III - PURPOSE

This Corporation is authorized to issue five hundred shares of \$1.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE IV - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The name and street address of the initial Registered Agent of this Corporation is Orlando Hechavarria whose office is located at 1951 West 68th Street, Hialeah, FL 33014. This is also the principal mailing address.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) initial directors. The number of directors may increase from time to time by the by-laws but shall never be less than One (1). The name and address of the initial directors are:

President: Orlando Hechavarria
Vice President: Maria Luisa Hechavarria

Address: 1951 West 68th Street
Hialeah, FL 33014

The name and address of the person signing these Articles of Incorporation is:
Orlando Hechavarria, 1951 West 68th Street, Hialeah, FL 33014

SHELLY MINAYA
ATTORNEY AT LAW
Post Office Box 550135
Fort Lauderdale, FL 33355-0136
Telephone: (954) 476-2324

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ARTICLE VII - INCORPORATION

This Corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act.

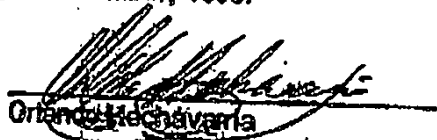
ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of December, 1996.


Orlando Hechavaria

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

H96000017725

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that ORLANDO'S GOURMET SUBS CORP., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Orlando Hechavaria located at 1951 West 68th Street, Hialeah, Dade, State of Florida, 33014, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Orlando Hechavaria

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HIALEAH, FLORIDA