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LAW OFFICES OF
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STEVEN M. WEISS*

*ALSO A MEMBER OF NEW JERSEY BAR

KAREN A. GLASGOW
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUPITER OFFICE:
Oceanaide Professional Centre
100 East Indian Town Road
Jupiter, Florida 33477
(561) 744-3469

Reply To:
Boca Raton Office

VIA FEDERAL EXPRESS

December 17, 1996

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***122.50 ***122.50

Secretary of State
Articles of Incorporation
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

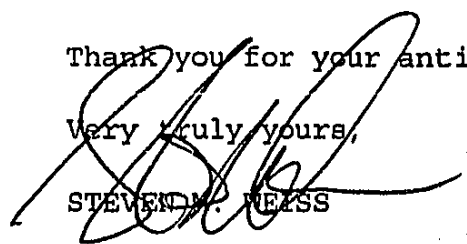
RE: SOUTHEAST M & M SUBS, INC.

Dear Sir/Madam:

Enclosed please find an original and one (1) executed Articles of Incorporation of Southeast M & M Subs, Inc. Also enclosed is a check in the amount of \$122.50 representing the filing fee for same and the cost of a certified copy of the filed Articles. Please file the enclosed original Articles at your earliest convenience and return the certified copy to us in the enclosed, self-addressed, stamped envelope which has been provided for your convenience.

Thank you for your anticipated cooperation in this matter.

Very truly yours,



STEVEN M. WEISS

SMW:tb

Enclosure

cc: Akm Amirul Momin

Handwritten initials and date: 12/19/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOUTHEAST M & M SUBS, INC.

ARTICLE I - NAME

The name of this corporation is SOUTHEAST M & M SUBS, INC. and the mailing address shall be 10147 Boca Entrada Blvd., Suite 114, Boca Raton, Florida 33428.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this Corporation is to engage in any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this Corporation is authorized to issue to have outstanding at any one time is Seventy-five Hundred (7,500) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

by the Corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10147 Boca Entrada Blvd., Suite 114, Boca Raton, Florida 33428, and the name of the initial registered agent of this corporation at that address is Akm Amirul Momin.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Akm Amirul Momin	10147 Boca Entrada Blvd., Suite 114, Boca Raton, Florida 33428.
Taslina Momin	10147 Boca Entrada Blvd., Suite 114, Boca Raton, Florida 33428.

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

NAME	ADDRESS
Akm Amirul Momin	10147 Boca Entrada Blvd., Suite 114, Boca Raton, Florida 33428.

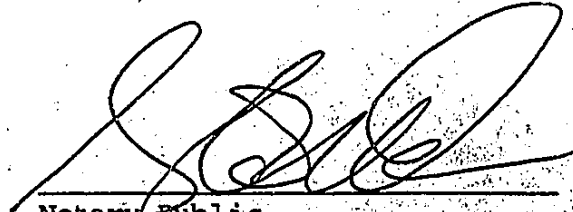
AKM Amirul Momin
AKM AMIRUL MOMIN

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments

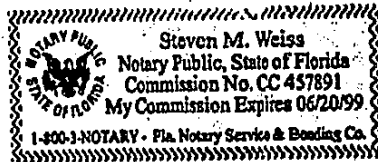
Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of December, 1996.



Notary Public
State of Florida at Large

My Commission Expires:



CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
SOUTHEAST M & M SUBS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for SOUTHEAST M & M SUBS, INC., AKM AMIRUL MOMIN, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

10147 Boca Entrada Blvd.,
Suite 114, Boca Raton, Florida
33428.

By: AKM Amirul Momin
AKM AMIRUL MOMIN

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, AKM AMIRUL MOMIN, who is personally known to me (or) who has produced FL. DRIVER License as identification and who first duly sworn by me, says: That he has executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of December, 1996.

