

ST. ARNOLD & STEARNS
CHARTERED
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.

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Of Counsel

James R. Stearns, Esq.

P 97 000000030

December 24, 1996

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

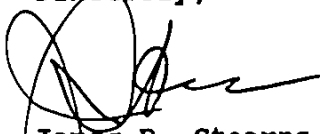
RE: Magic Sandwich Shoppes, Inc.

Dear Madam/Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for filing in regard to the above-referenced corporation. Please confirm receipt and filing of the articles with our office. I have enclosed a check in the amount of \$122.50 to cover the cost of the filing fee.

If you have any questions, please do not hesitate to contact my office.

Sincerely,



James R. Stearns

JRS/mis
enclosure

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96 DEC 26 AM 9:13
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAGIC SANDWICH SHOPPES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be MAGIC SANDWICH SHOPPES, INC.

ARTICLE II LOCATION

The location of this corporation shall be:

2137 Tamarron Terrace
Palm Harbor, FL 34683

ARTICLE III NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V INITIAL
REGISTERED OFFICE
AND AGENT**

The street address of the initial registered office of this corporation is 2137 Tamarron Terrace, Palm Harbor, Florida, 34683, and the name of the initial registered agent of this corporation at that address is Charles Majeski.

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII DIRECTORS

The corporation shall have one director initially. The names and street addresses of the initial members of the Board of Directors are:

Charles Majeski
2137 Tamarron Terrace
Palm Harbor, FL 34683

ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Charles Majeski - President, Secretary/Treasurer
2137 Tamarron Terrace
Palm Harbor, FL 34683

ARTICLE IX SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>	<u>Amount</u>
Charles Majeski	2137 Tamarron Terrace Palm Harbor, FL 34683	1,000	\$1,000.00

ARTICLE X PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principle among any number of candidates.

ARTICLE XII AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24 day of December, 1996.



CHARLES MAJESKI

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 24th day of December, 1996, by CHARLES MAJESKI, who is personally known to me or who has produced _____ as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

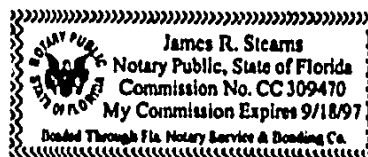
NOTARY PUBLIC:

SIGN

PRINT

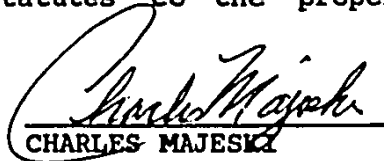
State of Florida at Large (Seal)

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.



CHARLES MAJESKI

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TALLAHASSEE, FLORIDA