

PA7000003929
STEVEN J. GLUECK, P.A.
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Hollywood, Florida 33020

Steven J. Glueck
Admitted in Florida and New York

954/925-9566
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January 6, 1996

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

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-01/09/97--01044--012
****122.50 ****122.50

Re: Upper Crust Sandwich Shoppes, Inc.
Our File No. 96-1090

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	\$ 35.00
Total	<u>\$122.50</u>

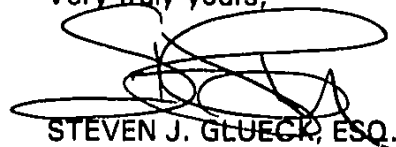
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97 JAN -9 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also enclosed is a copy of the name reservation issued in favor of Ronald M. Funt, who is the incorporator of the above corporation.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. A self-addressed, stamped envelope has been provided.

Your prompt attention to this matter would be appreciated.

Very truly yours,


STEVEN J. GLUECK, ESQ.

SJG/gs
Enclosures
981090.ltr

JAN 15 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 27, 1996

CAPITAL CONNECTION

The name UPPER CRUST SANDWICH SHOPPE, INC. has been reserved for 120 days beginning September 27, 1996. The reservation number is R96000004636 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 096A00044603

ARTICLES OF INCORPORATION
OF
UPPER CRUST SANDWICH SHOPPES, INC.

FILED
97 JAN -9 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.**

The name of this corporation is

UPPER CRUST SANDWICH SHOPPES, INC.

2. **Duration.**

The period of its duration is perpetual.

3. **Nature of Business.**

The general nature of the business to be transacted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

4. **Capital Stock.**

The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

5. **Principal Office and Mailing Address.**

The address of the initial principal office of this corporation, is as follows:

c/o Ronald M. Funt
1935 NE 207th Street
North Miami Beach, FL 33179

6. **Registered Agent.**

The name and address of the initial registered agent is as follows:

Ronald M. Funt
1935 NE 207th Street
North Miami Beach, FL 33179

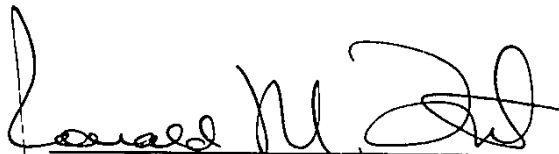
**Articles of Incorporation
UPPER CRUST SANDWICH SHOPPES, INC.**

7. Incorporator.

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

Ronald M. Funt
1935 NE 207th Street
North Miami Beach, FL 33179

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of January, 1997.



RONALD M. FUNT, Incorporator

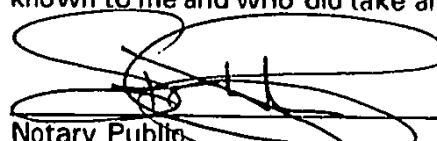
I hereby affirm that I am familiar with and accept the duties and responsibilities as Registered Agent for this Corporation.



RONALD M. FUNT, Registered Agent

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

The foregoing instrument was acknowledged before me this 6th day of January, 1997 by **RONALD M. FUNT** who is personally known to me and who did take an oath.



Notary Public
State of Florida at Large

My commission expires:

981090.ART

