

*Jennifer L. Schechtman* P.A.

CERTIFIED PUBLIC ACCOUNTANT

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March 5, 1997

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

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-03/07/97--01062--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: RIPPY'S KILLER SUBS, INC.  
ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation of RIPPY'S KILLER SUBS, INC. along with a check in the amount of \$78.75 for the filing fees. Please forward to me the third copy after it has been stamped "filed".

Thank you for your attention in this matter.

Sincerely,

*Kimberly May*  
Kimberly May

enclosures

FILED  
97 MAR -7 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*3/13/97*

FILED  
97 MAR -7 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
RIPPY'S KILLER SUBS, 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.

I

The name of this corporation shall be RIPPY'S KILLER SUBS, INC. and the principal place of business shall be 151 NE 169th STREET, NORTH MIAMI BEACH, FLORIDA 33162.

II

This corporation may engage in or transact any and all lawful business and/or activities permitted under the laws of the State of Florida, of the United States, and of any other state, country, territory or nation, and shall have all of the powers granted to a corporation under the State of Florida, of the United States, and of any other state, country, territory or nation.

III

This corporation is authorized to issue 1000 shares of common stock of a par value of 1 dollar a share.

IV

The initial address of this corporation shall be 151 NE 169th STREET, NORTH MIAMI BEACH, FLORIDA 33162 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The name and address of the initial registered agent shall be PAUL RIPA, 151 NE 169th TERRACE, NORTH MIAMI BEACH, FLORIDA 33162.

V

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

VI

This corporation shall commence its existence immediately upon the filing of these articles of incorporation, and shall exist perpetually unless sooner dissolved according to law.

VII

There shall be a Board of Directors for this corporation which shall consist of one person. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

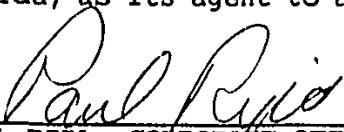
VIII

The name and address of the first Board of Directors is as follows:


PAUL RIPA  
151 NE 169th TERRACE  
NORTH MIAMI BEACH, FLORIDA 33162

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

RIPPY'S KILLER SUBS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of NORTH MIAMI, FLORIDA has named PAUL RIPA, 151 NE 169th TERRACE, NORTH MIAMI BEACH, FLORIDA 33162 in the county of DADE, State of Florida, as its agent to accept service of process within Florida.

  
PAUL RIPA, CORPORATE OFFICER

HAVING BEEN NAMED to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to the proper and complete performance of my duties.

  
PAUL RIPA, REGISTERED AGENT

STATE OF FLORIDA )  
SS  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared PAUL RIPA, who after being by me first duly sworn, deposed and stated that he is the person who executed the above acceptance of designation as registered agent for the purposes therein expressed.

Witness my hand and seal in the state and county first aforesaid this 2 day of MARCH, in the year 1997.


KIMBERLY D. MAY  
Notary Public, State of Florida  
My Comm. expires Aug 24, 1998  
No. CC402942


  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES: 8/24/98

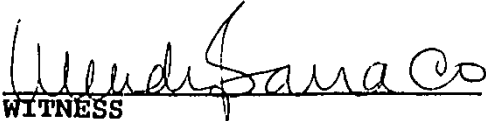
IX

The name and address of the subscriber to these articles of incorporation is PAUL RIPA, 151 NE 169th TERRACE, NORTH MIAMI BEACH, FLORIDA 33162.

IN WITNESS WHEREOF, the undersigned had hereunto set his hand and seal this 2 day of MARCH, in the year 1997.

  
WITNESS

  
PAUL RIPA

  
WITNESS

STATE OF FLORIDA )

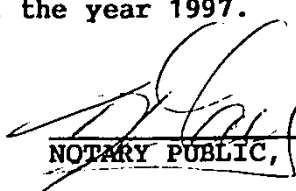
SS

COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared PAUL RIPA, to me known to be (or who has produced identification in the form of a driver's license) the person described in and who executed the attached and foregoing articles of incorporation, who after being duly sworn, acknowledged before me that he is the person who executed the same for the purposes therein expressed.

Witness my hand and seal in the state and county aforesaid this 2 day of MARCH, in the year 1997.

KIMBERLY D. MAY  
Notary Public, State of Florida  
My Comm. expires Aug 24, 1998  
No. CC402942

  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES: 8/24/98