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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 437375 81112A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 23, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 437375-005

CUSTOMER NO: 81112A

CUSTOMER: Stephen B. Rosenthal, Esq
STEPHEN B. ROSENTHAL, ESQ

8142 N. University Drive

Tamarac, FL 33321

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-06/23/97--01020--011
****122.50 ****122.50

DOMESTIC FILING

NAME: SUBS ON THE RUN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

RECEIVED
97 JUN 23 AM 10:38
DIVISION OF CORPORATION

84 JUN 23 1997

Law Offices of
STEPHEN B. ROSENTHAL
8142 North University Drive
Tamarac, Florida 33321
(954) 731-7755

March 31, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Incorporation of SUBS ON THE RUN, INC.

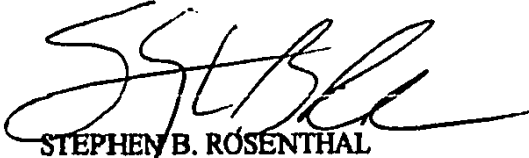
Dear Sirs:

Enclosed please find the following relating to the above captioned matter:

- a) Articles of Incorporation for the above-named corporation;
- b) Designation of Registered Agent & Office of Registered Agent;
- c) This firm's trust account check for \$122.50 for filing fees and certified copy costs; and
- d) A self-addressed stamped envelope for your use.

Thank you for your anticipated prompt attention to this matter.

Sincerely,



STEPHEN B. ROSENTHAL

SBR/bg
Enclosures
cc: Beth Jacoby

FILED
97 JUN 23 AM 11:42
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUBS ON THE RUN, INC.**

ARTICLE I

The name of the corporation shall be SUBS ON THE RUN, INC. and its mailing address shall be 11353 SW 109 Road, Unit Y, Miami, Florida 33176.

ARTICLE II

This corporation shall have perpetual existence commencing upon the filing date of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The Corporation may engage in any or all lawful business permitted by the laws of Florida and the United States of America.

ARTICLE IV

The Corporation shall have authority to issue 500 shares of common stock of \$1.00 par value which shall be designated "Common Shares".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of the Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial registered agent of this corporation shall be 8142 North University Drive, Tamarac, Florida 33321, and the name of the initial registered agent shall be Stephen B. Rosenthal, Esq..

ARTICLE VII

The incorporator(s) of the corporation signing these Articles is (are) whose address(es) is (are) as follows:

NAME & ADDRESS

Beth Jacoby
11353 SW 109 Road, Unit Y, Miami, Florida 33176

ARTICLE VIII

This corporation shall have 2 Director(s) constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time by the Bylaws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME & ADDRESS

Beth Jacoby 11353 S.W. 109 Rd., Unit Y, Miami, Florida 33176

Johnna Helmstetler 11353 S.W. 109 Rd., Unit Y, Miami, Florida 33176

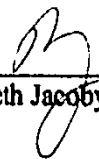
ARTICLE IX

This corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE X

This corporation reserves the right to amend or repeal any provision 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 subscriber has set forth his hand and seal this
20 day of June, 1997.



Beth Jacoby

STATE OF FLORIDA:
COUNTY OF BROWARD:

BEFORE ME, a notary public of the state of Florida, personally appeared Beth Jacoby, who
is known to me to be the person whose name is subscribed to this instrument, and who
acknowledged before me that he executed the same for the purposes therein expressed on
June 20th, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day
of June, 1997.




NOTARY PUBLIC



**DESIGNATION OF AND ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
PURSUANT TO FLORIDA STATUTE 48.091**

SUBS ON THE RUN, INC., by and through its sole incorporator, Beth Jacoby, hereby designates STEPHEN B. ROSENTHAL, ESQ. as its initial registered agent to accept service of process within Florida, and designates his office, whose street address is 8142 North University Drive, Tamarac, Florida 33321, as the initial registered office of the corporation.



Beth Jacoby
President

Date: 6/24/97

I, STEPHEN B. ROSENTHAL, having been named to accept service of process for the above named corporation at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Registered Agent

Dated: 6/20/97

FILED
JUN 23 11:42
TAMARAC
FLORIDA