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8/18/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHNNY C. RODRIGUEZ~~

*Luis*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: US SUBS, INC.

AUDIT NUMBER.....H97000013606

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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## ARTICLES OF INCORPORATION

### Article I. Name

EFFECTIVE DATE

8-18-97

The name of this Florida corporation is:  
US Subs, Inc.

### Article II. Address

The mailing address of the Corporation is:  
US Subs, Inc.  
243 E. Flagler Street  
Suite 5960  
Miami FL 33131

### Article III. Registered Agent

The name and address of the registered agent of the Corporation is:  
Collin Selvarat  
243 E. Flagler Street  
Suite 5960  
Miami FL 33131

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Collin Selvarat

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Randall L. Sidlosca | FL Bar Member 511609  
Latour & Sidlosca, P.A.  
805 Lincoln Road, Suite 420  
Miami Beach FL 33139  
305-538-8911

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

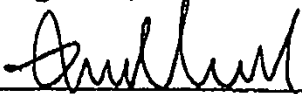
The name and address of the incorporator is:

Randall L. Sidlosca  
Latour & Sidlosca, P.A.  
605 Lincoln Road, Suite 420  
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 18, 1997.

The undersigned incorporator executed these Articles of Incorporation on August 18, 1997.

  
\_\_\_\_\_  
RANDALL L. SIDLOSCA  
by L.A. Uriarte as attorney-in-fact

Randall L. Sidlosca | FL Bar Member 511609  
Latour & Sidlosca, P.A.  
605 Lincoln Road, Suite 420  
Miami Beach FL 33139  
305-538-8911

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**  
US Subs, Inc.

**REGISTERED AGENT/OFFICE:**  
Collin Selvarat  
243 E. Flagler Street  
Suite 5960  
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**COLLIN SELVARAT**  
by L.A. Uriarte as attorney-in-fact

Date: August 18, 1997

Randall L. Sidlosca | FL Bar Member 511609  
Latour & Sidlosca, P.A.  
305 Lincoln Road, Suite 420  
Miami Beach FL 33139  
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