

P97000079060

September 9, 1997

Division of Corporations, New Corporations
POB 6327
Tallahassee, Florida 32314

Dear Sir:

Enclosed are the Articles of Incorporation for
Philly Subs, Inc. our check for \$122.50 for filing fees and
a certified copy of the articles and a certificate of
incorporation.

Please return the documents to:

Benjamin H. Moore
1400 West Fairbanks Avenue, Ste 201
Winter Park, FL 32789

Thank you for your attention to this matter.

Sincerely,



Ben H. Moore

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-09/11/97--01034-003
***122.50 ***122.50

~~Please REDEY back to us using the inclosed Airbill~~

~~THANKS~~

AL SEP 12 1997

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97 SEP 11 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Philly Subs, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Philly Subs, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4300 South Orange Blossom Trail
Orlando, FL 32809

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares at a \$1.00 Par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Elie Ferley
4300 South Orange Blossom Trail
Orlando, FL 32809

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Elie Ferley
4300 South Orange Blossom Trail
Orlando, FL 32809

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
18th day of August, 1997.


Signature

Signature

Signature

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Philly Subs. Inc.

2. The name and address of the registered agent and office is:

Elie Ferley

(Name)

4300 South Orange Blossom Trail

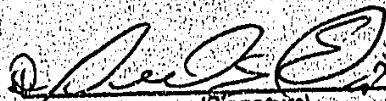
(P.O. Box not acceptable)

Orlando, FL 32809

(City/State/Zip)

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97 SEP 11 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

9/17/97
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314