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Kalis & Kleiman, P.A.

7320 Griffin Road, Suite 109
Davie, Florida 33314

Neal R. Kalis
M. Scott Kleiman

Telephone (954) 791-0477
Fax (954) 791-0506

November 19, 1997

Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32314

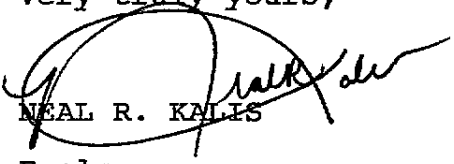
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***122.50 ***122.50

Re: Ms. Winer's Sandwich Shop, Inc.

Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation. Please file the original and return one certified copy to me. Our check in the amount of \$122.50 to cover cost for same is enclosed herewith together with a return envelope.

Very truly yours,


NEAL R. KALIS

Encls.
NRK: pc

FILED
97 NOV 21 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/25/97-TM

ARTICLES OF INCORPORATION
OF
MS. WINER'S SANDWICH SHOP, INC.

FILED
97 NOV 21 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
CORPORATE NAME

The name of this corporation is Ms. Winer's Sandwich Shop, Inc.

ARTICLE TWO
DURATION

This corporation shall exist perpetually unless sooner dissolved according to law. The commencement of corporate existence of this corporation shall be on the date these Articles are filed by the Department of State.

ARTICLE THREE
PURPOSE

The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all things hereinafter mentioned, as fully and as to the same extent as natural persons might or could do, vis:

A. To engage in and operate a restaurant business and to do any and all other things permitted under the laws of the State of Florida and of the United States.

B. To buy, acquire, hold, use, employ, mortgage, convey,

lease and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, good will and other rights, to take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property, or any interest or rights therein, without a limit as to the amount; to lend money on notes secured by mortgage and real property, and to make advances from time to time on notes secured by mortgage for future advance on real estate; but nothing herein set forth shall give or be construed to give said corporation any banking powers.

C. To purchase, acquire, hold and dispose of stocks, bonds and other obligations, including judgments, interest, accounts or debts of any person, partnership and/or corporation, domestic or foreign (except moneyed or transportation or banking or insurance corporations), owning or controlling any articles which are or might be or become useful in the business of this company, and to purchase, acquire, hold and dispose of stocks, bonds or other obligations, including judgments, interests, accounts or debts of any corporation, domestic or foreign (except moneyed or transportation or banking or insurance corporations), engage in a business similar to that of this company, or engage in the manufacture, or sale of property, or in the construction or operation or works necessary or useful in the business of this company, or in which, or in connection with which, the manufactured articles, products or property of this company may be used, or of any corporation with which this corporation is or may be authorized

to consolidate according to law, and this company may issue in exchange therefore the stock, bonds or other obligations of this company.

D. To purchase, take and lease or, in exchange, hire or otherwise acquire any real or personal property, rights, licenses, permits, good will or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings, warehouses, machinery and retain stores, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified; but only to the extent to which the company may be authorized by the statutes under which it is organized.

E. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the Laws of this State to consolidate, or whose stock the company, under the laws of this State and the provisions of this Certificate, is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possessed of property suitable for any of the purposes of this company or for carrying on any business which this company is authorized to conduct, and as the consideration for the same, to pay cash or to issue shares, stocks or obligations of this company.

F. Subject to the limitations herein prescribed and the statutes of this State, to purchase, subscribe for or otherwise

acquire and to hold the shares, stocks or obligations of any company organized under the Laws of this State or of any other State, or of any territory of the United States, or of any foreign country (except moneyed or transportation or banking or insurance corporations) and to sell or exchange the same, or upon the distribution of assets or dividends or profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.

G. Subject to the limitations herein prescribed and the requirements of the statutes of this State, to borrow or raise money for the purpose of this company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property, corporeal and incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments.

H. Subject to the limitations herein prescribed and the requirements of the statutes of this State, to guarantee the payment of dividends or interest on any shares, stock debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the company and provided the required authority be first obtained for that purpose and always subject to the limitations herein prescribed.

I. And further, to do and perform and cause to be done

and performed, each, any and all of the acts and things above enumerated and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided the grant of the foregoing enumerated powers is upon the express condition precedent, that the various powers above enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above recited, under which said company is organized, and the same shall be exercised by same company only in the manner and to the extent that the same may be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside the State of Florida, in the other States or possessions of the United States and of foreign countries.

J. Without in any particular way limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have the power in carrying on its business or for the purpose of accomplishment of any of the purposes, or attainment of any kind of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations formed under the acts hereinabove referred to, and which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by Law.

ARTICLE FOUR
CAPITAL STOCK

The amount of total authorized capital stock of this corporation shall be 100 shares of common stock, at \$1.00 par value each, and all such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The said capital stock is being issued pursuant to Section 1244 of the Federal Internal Revenue Code.

ARTICLE FIVE
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The principal place of business of this corporation shall be 1700 North State Road 7, Hollywood, Florida, 33021 with the privilege of having branch offices at any other place, and the Registered Agent and the initial registered office for service shall be:

NEAL R. KALIS
7320 Griffin Road, Suite 109
Davie, Florida 33314

ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially; the number of directors may be either increased or diminished from time to time by the By-Laws, but never shall be less than one.

The officers of this corporation shall be president, vice president, secretary, treasurer or assistants thereof.

The names and post office addresses of the initial Board of Directors who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, are as follows:

Nikki Winer	5736 N. Park Road Ft. Lauderdale, Fl 33312
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Derry Winer	5736 N. Park Road Ft. Lauderdale, Fl 33312
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ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporator is:

Nikki Winer	5736 N. Park Road Ft. Lauderdale, Fl 33312
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ARTICLE NINE
INDEMNIFICATION

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

ARTICLE TEN
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting, after due notice given, by vote of the majority of the stock entitled to vote thereon and present at said meeting.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of November, 1997.

WITNESSES:

Pat Capton
Kimberly R Sweet

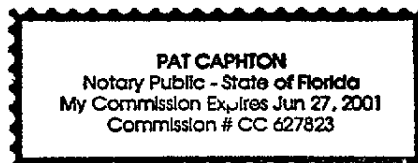
Nikki Winer
Nikki Winer

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 19 day of November, 1997, by Nikki Winer, who is personally known to me or produced driver's license as identification.

Pat Capton
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-- Ms. Winer's Sandwich Shop, Inc. desiring to organize under the laws of the State of Florida, with its principal office at 1700 North State Road 7, Hollywood, County of Broward, State of Florida, 33021, has named Neal R. Kalis located at 7320 Griffin Road, Suite 109, Davie, Florida, 33314, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Signature: Nikki Winer
Nikki Winer
Incorporator

Date: 11/19/97

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Signature: Neal R. Kalis
Neal R. Kalis, Resident Agent

Date: 11/19/97

FILED
97 NOV 21 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA