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TALLAHASSEE, FLORIDA

12/01/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LAW OFFICES OF IRMA V. HERNANDEZ
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NAME: YOUR WAY SUBS AND SALADS CORP.

AUDIT NUMBER.....H97000019758

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

CERT. OF STATUS..0

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

B.McKnight DEC 03 1997

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CERTIFICATE OF INCORPORATION
OF
YOUR WAY SUBS AND SALADS CORP.

WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes hereinafter set forth, hereby subscribe to this Certificate of Incorporation.

ARTICLE I.

The name of the proposed corporation shall be:

YOUR WAY SUBS AND SALADS CORP.

ARTICLE II.

The general nature of the corporation's business and businesses to be transacted by this corporation shall be as follows:

- A. To do any and all business necessary under and according to the laws of the State of Florida;
- B. To purchase for investment or resale and to traffic in land and houses and other property of any nature and any interest therein; to create, sell and deal in freehold and leasehold ground rents and to make advances upon security of land or houses or other property, or any interest therein, and generally to traffic in and by way of sale, lease, exchange, or otherwise with the land and houses and any other property whether real or personal;
- C. Other negotiable or transferable instruments including bonds, debentures, or other obligations of this corporation, whether secured by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

This Document Prepared by:
Irma V. Hernandez, Atty.
215 West 49th Street
Hialeah, FL 33012
305/ 557-4304
Fla. Bar No. 147294

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- D. To guarantee, purchase, hold, sell assign, transfer, mortgage, pledge, or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidence of indebtedness, created by any corporation or corporations of this state, or any other state or government and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote thereon.
- E. To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided further that shares of its own capital stock owned by the corporation shall not be voted on directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without in any particular limiting any and all objects and powers of this corporation, it is expressly declared and provided that this 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 of the objects hereinabove mentioned, to make and perform contracts of any kind and description, and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations, and which a co-partnership or natural person could do and exercise, and which now or thereafter may be authorized by law.

ARTICLE III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred with a par value of \$5.00 each.

ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The principal office of the corporation shall be located at the County of Dade, City of Miami Lakes, State of Florida, with an address of:

5616 NW 167 Street, Miami Lakes, FL 33014

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ARTICLE VII.

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, By-Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors shall be elected and qualified, are as follows:

Humberto Suarez, President, 6914 Main Street, #360, Miami Lakes, FL 33016

Jesus Gomez, Secretary, 6725 Miami Lakes Drive East, Bldg. 219, Miami Lakes, FL 33016

Ivan Alpizar, Treasurer, 8505 NW 68 Street, Miami, FL 33016

ARTICLE IX.

The names and post office address of each subscriber to the Certificate of Incorporation, and the number of shares which each agree to take, the total aggregate amount which shall be the sum of Five Hundred Dollars No/100 (\$500.00); the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
Humberto Suarez	6914 Main Street, #360 Miami Lakes, FI 33016	33 1/3	166.67
Jesus Gomez	6725 Miami Lakes Dr. East Bldg, 219, Miami Lakes, FL	33 1/3	166.67
Ivan Alpizar	8505 NW 68 Street Miami, FL 33016	33 1/3	166.66

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ARTICLE X.

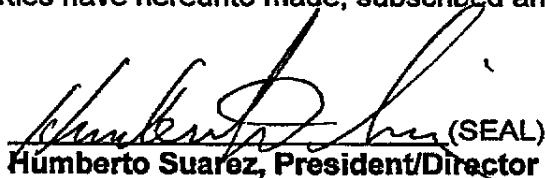
The officers of the corporation until the first meeting of the Board of Directors shall be:

Humberto Suarez, President, 6914 Main Street, #360, Miami Lakes, FL 33016

Jesus Gomez, Secretary, 6725 Miami Lakes Drive East, Bldg. 219, Miami Lakes, FL 33016

Ivan Alpizar, Treasurer, 8505 NW 68 Street, Miami, FL 33016

IN WITNESS WHEREOF, the parties have hereunto made, subscribed and acknowledged this Certificate of Incorporation.

 (SEAL)
Humberto Suarez, President/Director

 (SEAL)
Jesus Gomez, Secretary/Director

 (SEAL)
IVAN ALPIZAR, TREASURER/DIR.

STATE OF FLORIDA)

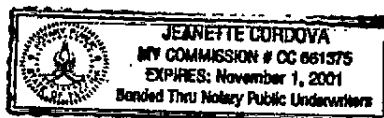
COUNTY OF DADE) I CERTIFY THAT on this day personally appeared ~~who~~
~~produced as identification the following~~ Humberto Suarez, Jesus Gomez and Ivan Alpizar
and who, after being duly sworn, executed the foregoing Certificate of Incorporation and
they acknowledge the said Certificate of Incorporation as the act and deed of the signers
and that the facts therein set forth are true and correct.

WITNESS my hand and official seal at Hialeah, Dade County, Florida this 2
day of DECEMBER, 1997.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

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My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

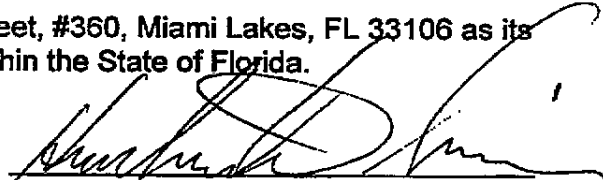
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TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH Section 48.091, Florida Statute, the following is submitted:

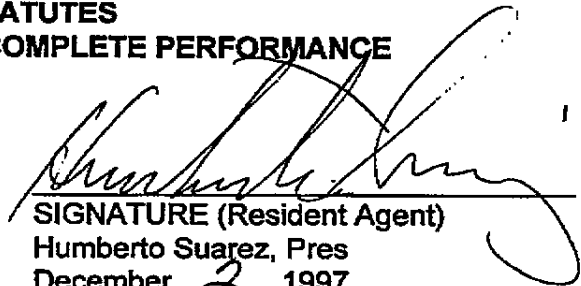
YOUR WAY SUBS AND SALADS CORP.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the City of Hialeah, County of Dade, State of Florida, located at

names: HUMBERTO SUAREZ, 6914 Main Street, #360, Miami Lakes, FL 33106 as its resident agent to accept service of process within the State of Florida.


SIGNATURE (Corporate Officer)
Humberto Suarez, President
6914 Main Street, #360, Miami Lakes, FL
December 2, 1997

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS
FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.**


SIGNATURE (Resident Agent)
Humberto Suarez, Pres
December 2, 1997
6914 Main Street, #360, Miami Lakes, FL

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