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December 30, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Fla. 32301

RE: FAMOUS PHIL'S SUB SHOP, INC.

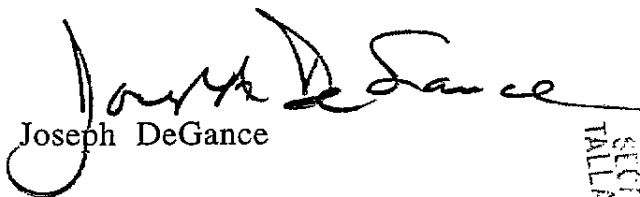
Dear Sir:

Enclosed herewith may be found the original and one copy of the Articles of Incorporation on the above referenced corporation together with my trust account check in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	\$35.00
Total	\$122.50

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Thank you,


Joseph DeGance

JD:jd
Enc.

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98 JAN -2 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FAMOUS PHIL'S SUB SHOP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

EFFECTIVE DATE
1-1-98

The name of the corporation is: FAMOUS PHIL'S SUB SHOP, INC. at
267 Codrington Drive, Lauderdale-By-The-Sea, Florida 33308.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or
all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue Five Thousand shares of One
Dollar par value common stock, which shall be designated "Common
Shares".

SECTION 2. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for
the election of directors and for all other purposes shall be vested
exclusively in the holders of the outstanding Common Shares.

ARTICLE V
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 as may be done without issuance of fractional shares) at the price
at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICERS AND AGENT

The street address of the initial registered offices of this corporation is 267 Codrington Drive, Lauderdale-By-The-Sea, Florida 33308 and the name of the initial registered agent of this corporation at that address is KIM BARTNICK. Said address of the Registered Officer and Agent are the same address as the Corporation.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than 1. The names and addresses of the initial directors of this corporation are:

KIM BARTNICK
267 Codrington Drive
Lauderdale-By-The-Sea, Fla. 33308

ARTICLE VIII
INCORPORATORS

The names and addresses of the persons signing these articles are:

KIM BARTNICK
267 Codrington Drive
Lauderdale-By-The-Sea, Fla. 33308

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI
ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII
INDEMNIFICATION

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

ARTICLE XIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE XIV
BEGINNING OF CORPORATE EXISTENCE

The date when corporate existence shall begin the 1st day of January, 1998.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 30th day of December, 1997.

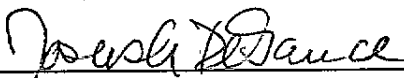


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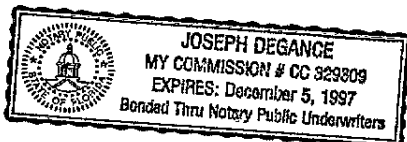
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KIM BARTNICK known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation, and did take an oath. She produced a Florida Driver's License as identification.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed our official seals, in the State and County aforesaid, this 30th day of December, 1997.



NOTARY PUBLIC
My Commission Expires:



DESIGNATION OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That FAMOUS PHIL'S SUB SHOP, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Lauderdale-By-The-Sea, County of Broward, State of Florida, has named: KIM BARTNICK, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

Kim Bartnick

KIM BARTNICK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA