

ROSS & BURGER, P.A.

A PROFESSIONAL ASSOCIATION
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FILED
98 FEB -2 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 27, 1998
P98000010727

Secretary of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32314, USA

RE: Heinert Investments Corporation

200002418402--8
-02/02/98--01049--011
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation, Designation of Registered Agent and Registered Office in regards to the above captioned corporation. Also enclosed is our firm's check in the amount of \$122.50, representing filing fee of corporation (\$35.00), certified copy (\$52.50), and registered agent fee (\$35.00).

Upon filing of these articles, please forward a certified copy of the filing to our office.

Thank you for your kind attention to this matter.

Very truly yours,

TIMOTHY W. ROSS

Timothy W. Ross

TWR:kr

Enclosures

QN 2-3-98

ARTICLES OF INCORPORATION
HEINERT INVESTMENTS CORPORATION

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TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such operation:

I. NAME OF INCORPORATION

The name of this corporation shall be HEINERT INVESTMENTS CORPORATION.

II. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- A. To engage in the business of operating a Miami Subs franchise, and any other business endeavors allowable by the laws of the State of Florida.
- B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III. CAPITAL STOCK

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at one dollar (\$1.00) per share per value.
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV. DURATION

The corporation shall have a perpetual existence.

V. REGISTERED AGENT

The street address, principal office and mailing address of this corporation's initial registered office is: 2900 SW 28th Terrace, Grove Plaza - 7th Floor, Miami, Florida 33133, and the name of its initial registered agent at said address is Timothy W. Ross, Esq.

VI. INCORPORATOR

The name and address of the Incorporator is as follows: Gustavo Heinert, c/o Timothy W. Ross, Esq., 2900 SW 28th Terrace, Grove Plaza - 7th Floor, Miami, Florida 33133.

VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is: Gustavo Heinert, c/o Timothy W. Ross, Esq., 2900 SW 28th Terrace, Grove Plaza - 7th Floor, Miami, Florida 33133.

VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X. NON-RESIDENT DIRECTORS

Directors need not be residents of this State or Shareholders unless the Articles of Incorporation or Bylaws so require.

XI. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

XII. INDEMNIFICATION

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

XIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing Corporations.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 27th of Jan., 1998.

G. Heinert
Incorporator
Timothy W. Ross
Registered Agent

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared Gustavo Heinert
and Timothy W. Ross, who are personally known to me X or who have produced

identification _____, type of identification _____, and who
executed the foregoing Articles of Incorporation, and be acknowledged to and before
me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said
County and State, this 9th of Jan., 1998.

Kristhin Ruiz
NOTARY PUBLIC
State of Florida

My Commission Expires:



DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statutes Section 607.0501, the corporation named below hereby designates the person or corporation named below to serve as the corporation's registered agent for service of process with the State of Florida:

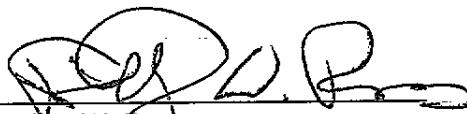
NAME OF CORPORATION : HEINERT INVESTMENTS CORPORATION
NAME OF REGISTERED AGENT : Timothy W. Ross, Esq.
ADDRESS OF REGISTERED AGENT : 2900 SW 28th Terrace
Grove Plaza - 7th Floor
Miami, FL 33131

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SECRETARY OF STATE

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby accepts and agrees to the foregoing designation of the undersigned as registered agent for the above named corporation this 27th day of

January 1998.


Timothy W. Ross

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared _____, personally known to me K or who has produced identification _____, type of identification _____, to be the person who executed the foregoing Certificate Designating Registered Agent and Registered Office, and he acknowledged before me that he executed same for the purposes and in the capacities set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State
and County aforesaid this 27th day of Jan., 1998.

Kristhin Ruiz
NOTARY PUBLIC
State of Florida

My Commission Expires:

