

ERNESTO L. MESTRE, JR.  
7940 S.W. 160<sup>th</sup> Street  
Miami, Florida 33157  
Tel: 305-252-3991

P98000051747

Florida Department of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

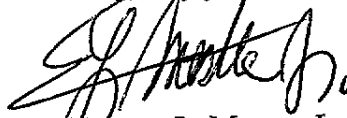
Re: South Subs, Inc.

Dear Sirs:

Enclosed please find two copies of the Articles of Incorporation of South Subs, Inc., together with my check for the filing fee. Also enclosed is a return Federal Express envelope for return of one file stamped copy of the Articles and Certificate of Incorporation.

Please do not hesitate to contact me if you have any questions.

Very truly yours,



Ernesto L. Mestre, Jr.

ELM:cmg  
Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
SOUTH SUBS, INC.**

The undersigned hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

The name of the Corporation is South Subs, Inc.

**ARTICLE TWO**

The term of existence of the Corporation is perpetual.

**ARTICLE THREE**

The purpose for which the Corporation is organized is:

- (a) To be a fast food/sandwich establishment.
- (b) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

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#### ARTICLE FOUR

The address of the registered principal office of the Corporation is 7940 S.W. 160<sup>th</sup> Street, Miami, Florida 33157. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

#### ARTICLE FIVE

The aggregate number of shares which the Corporation shall have authority to issue is 100, with a par value of one dollar (\$1.00) per share. All shares are of the same class.

#### ARTICLE SIX

The names and street addresses of the members of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Ernesto L. Mestre, Jr.	7940 S.W. 160 <sup>th</sup> Street Miami, Florida 33157
Mayra M. Mestre	7940 S.W. 160 Street Miami, Florida 33157

The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the Board shall not be less than one; and subject to such minimum may be increased or decreased from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed the number shall be Two.

#### ARTICLE SEVEN

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the transaction of the Corporation with any person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself of any firm, association, or corporation in which he may be in any way interested.

## ARTICLE EIGHT

The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a twothirds majority of the stockholders of the Corporation entitled to vote, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholder. Subject to the foregoing sentence, the manner and form, as well as the relevant terms, condition, and details thereof, shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved by a twothirds majority of the shareholders of the Corporation entitled to vote at a stockholders' meeting specifically called for such purpose. If any shareholder shall become legally disqualified to practice law in the State of Florida, such shareholder's shares of stock shall immediately become subject to purchase of the Corporation in accordance with the Bylaws adopted by the shareholders.

## ARTICLE TEN

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein above stated, the Corporation shall have all the following powers:

- (a) At its option, to purchase and acquire any or all of its stock owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.
- (b) At its option, to purchase and acquire the shared owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the Corporation is not impaired.
- (c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profitsharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE ELEVEN

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 shareholders, and approved at a stockholders' meeting by twothirds of the stock entitled to sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

IN WITNESS WHEREOF we, the subscribers, have executed these Articles of Incorporation this 4 th        day of June, 1998.

  
ERNESTO L. MESTRE, JR.

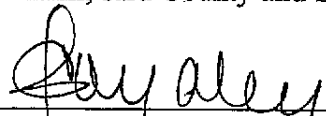
  
MAYRA M. MESTRE

STATE OF FLORIDA

COUNTY OF DADE

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Ernesto L. Mestre, Jr., and Mayra M. Mestre, to me known to be the persons described as the Incorporators in the foregoing Articles of Incorporation and they acknowledged before me that they executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, said County and State, this 4<sup>th</sup> day of June, 1998.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



CRISTINA GONZALEZ  
My Commission CC498342  
Expires Sep. 27, 1999

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

First – That South Subs, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 7940 S.W. 160<sup>th</sup> Street, Miami, 33157, County of Dade, State of Florida has named Ernesto L. Mestre, Jr. as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in the 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.

By: 

Ernesto L. Mestre, Jr.

Registered Agent

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