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July 24, 1998

Secretary of State
Department of Corporations
Post Office Box: 6327
Tallahassee FL 32314

EFFECTIVE DATE
8/1/98

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-07/27/98--01062--019
****122.50 ****122.50

Re: SUBSATIONAL SUBS OF NORTH FLORIDA, INC.

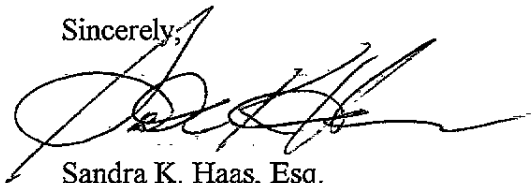
Articles of Incorporation

Dear Sir and Madam:

Enclosed you will find the following with regard to the above referenced corporation:

1. The original Articles of Incorporation for filing with the Department of State.
2. Copy of Articles for certification.
3. Check in the amount of \$122.50, made payable to the Florida Department of State.

Sincerely,



Sandra K. Haas, Esq.

SKH
enclosures as noted

Sandra GAVE
AUTHORIZATION BY PHONE TO
CORRECT loading verb
DATE 7/28/98
DOC. EXAM. TA

FILED
98 JUL 27 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-7/28/98

**ARTICLES OF INCORPORATION
OF
SUBSATIONAL SUBS OF NORTH FLORIDA, INC.**

EFFECTIVE DATE
8/1/98

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being natural persons, do hereby act as an incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation under the Florida Business Corporation Act.

ARTICLE I

The name of the corporation ("corporation") is:

SUBSATIONAL SUBS OF NORTH FLORIDA, INC.

ARTICLE II

The address of the principal office of the corporation is 8288 161 Rd., Live Oak, Florida 32060.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is ten thousand (10,000) all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one (1) vote for each share upon all matters on which shareholders have the right to vote. The Board of Directors may authorize issuance of all of the corporation's shares without certificates. The initial stock distribution shall be as follows: JOHN P. CRAIG, 90% and SHARON DENO, 10%

ARTICLE IV

The initial street address of the corporation's registered office is 1701 South First Street, Suite 2, Lake City, FL 32025 . The initial registered agent for the corporation at that address is SHARON DENO.

ARTICLE V

The name and street address of the persons signing these Articles of Incorporation are:

JOHN P. CRAIG. 8288 161 Road, Live Oak, Florida 32060

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TALLAHASSEE, FLORIDA

ARTICLE VI

The initial Board of Directors shall consist of one (1) member. The name and address of the person who will serve on the initial Board of Directors President/Secretary/Treasurer: JOHN P. CRAIG

ARTICLE VII

This corporation is organized primarily to operate, manage and otherwise conduct business as a food services facility serving subs and related food items under a franchise agreement with Subsational Subs, Inc. Upon authorization by the Board of Directors, the corporation may engage or transact in other lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

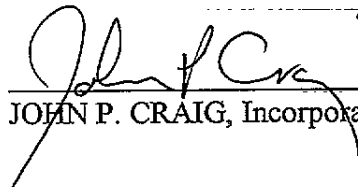
ARTICLE VIII

The existence of the corporation shall begin on August 1, 1998. This corporation is to exist perpetually.

ARTICLE IX

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 23 day of July, 1998.


JOHN P. CRAIG, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

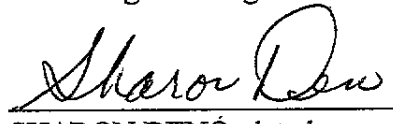
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA,

1. The name of the corporation is: SUBSATIONAL SUBS OF NORTH FLORIDA, INC.
2. The name and address of the registered agent and office is:

SHARON DENO
(Name)

1701 South First Street, Suite 2, Lake City, FL 32025
(Address)

Having been named as registered agent and designated as the person to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

 7/24/98
SHARON DENO, dated:

FILED
98 JUL 27 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA