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Dianna Sassatelli
5348 Saltamonte Drive
New Port Richey, FL 34655

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002605951--8

-08/03/98--01113--013
****122.50 ****122.50

Re: GREAT FOOD & SUBS, INC.

Gentlemen:

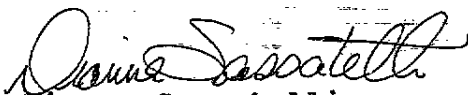
Enclosed are an original and photocopy of the Articles of Incorporation and Registered Agent Designation for the above referenced for profit corporation to be filed with the State of Florida. Enclosed also is my check in the amount of \$122.50 for the following:

Filing Fees
Certified Copy
Registered Agent Designation

Total \$122.50

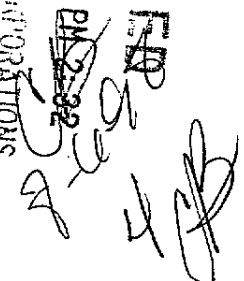
It is my understanding that these documents will be filed upon receipt and the certified copy will be returned to me. Thank you very much.

Sincerely,


Dianna Sassatelli
President

DS/bms

Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA


**ARTICLES OF INCORPORATION
OF
GREAT FOOD & SUBS, INC.**

The undersigned incorporators of these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation pursuant to the laws of the State of Florida and do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is GREAT FOOD & SUBS, INC. and the mailing address of the Corporation is 5348 Saltamonte Drive, New Port Richey, FL 34655.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which this Corporation is formed are to provide food concession services and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock which this Corporation is authorized to issue is three thousand (3,000) shares of common stock, each of which shall have a par value of One Dollar (\$1.00).

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5348 Saltamonte Drive, New Port Richey, FL 34655 and the Registered Agent at such address is James J. Sassatelli.

ARTICLE VI - DIRECTORS

The Board of Directors shall consist of not less than one (1) nor more than five (5) Directors and shall be fixed by the By-Laws of the Corporation. The initial Board of Directors shall consist of two (2) Directors, the names and residence addresses of which are:

Dianna Sassatelli
5348 Saltamonte Drive
New Port Richey, FL 34655

Corrine Hauge-Sassatelli
5348 Saltamonte Drive
New Port Richey, FL 34655

ARTICLE VII - INCORPORATORS

The names and residence addresses of the Incorporators are:

James J. Sassatelli
5348 Saltamonte Drive
New Port Richey, FL 34655

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TALLAHASSEE, FLORIDA

Dianna Sassatelli
5348 Saltamonte Drive
New Port Richey, FL 34655

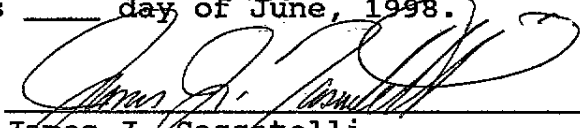
ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended, from time to time, by the affirmative vote of at least fifty-one (51) percent of the stockholders of the common stock of the Corporation.


ARTICLE IX - COMMENCEMENT OF EXISTENCE

This Corporation shall be deemed to commence its existence as of the filing of these Articles with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this _____ day of June, 1998.



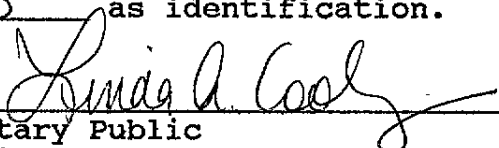
James J. Sassatelli



Dianna Sassatelli

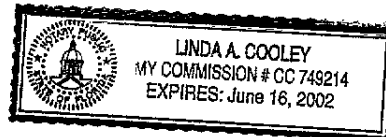
STATE OF FLORIDA)
)SS
COUNTY OF PASCO)

The foregoing instrument was acknowledged before me this 29th day of ~~June~~ ^{July}, 1998 by James J, Sassatelli and Dianna Sassatelli, both of whom are personally known to me or have produced Florida Drivers Licenses as identification.



Notary Public
Print Name: _____

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT GREAT FOOD & SUBS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAW OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE COUNTY OF PASCO, STATE OF FLORIDA, HAS
NAMED JAMES J. SASSATELLI, LOCATED AT 5348 SALTAMORE DRIVE, NEW
PORT RICHEY, FL 34655, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.

SIGNATURE: 

DIANNA SASSATELLI
PRESIDENT

DATE: 7/29/98

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: 

JAMES J. SASSATELLI
(RESIDENT AGENT)

DATE: 07/29/98

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA