

8/14/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: A & F SUBWAY, INC.
AUDIT NUMBER.....H98000015112
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

OF

A & F SUBWAY, INC.

ARTICLE I

CORPORATION NAME

The name of the corporation is:

A & F SUBWAY, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United State and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of FIVE HUNDRED (500) shares of one class of common stock having a par value of one (\$1.00) dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Prepared By: Thomas P. Bell, P.A.
1790 N.W. 122nd Terrace
Pembroke Pines, FL 33026

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FBX-0170698

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ARTICLE IV.

PREEMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full preemptive rights.

ARTICLE V.

INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE.

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:

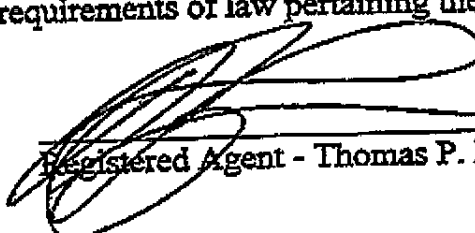
THOMAS P. BELL, ESQUIRE

INITIAL REGISTERED OFFICE:

1790 N.W. 122ND TERRACE
PEMBROKE PINES, FLORIDA 33026

ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT.

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


Registered Agent - Thomas P. Bell

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ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is Two.

ARTICLE VII.

INITIAL DIRECTORS

The names and addresses of the members of the initial Board of

Directors are: FAHAD M. RASA
ATIF HASHMI
3015 S. FEDERAL HIGHWAY
DELRAY BEACH, FLORIDA 33483

ARTICLE VIII.

PRINCIPLE OFFICE OR MAILING ADDRESS

The principle office or mailing address of the corporation is:

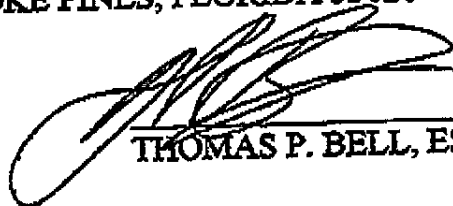
3015 S. FEDERAL HIGHWAY
DELRAY BEACH, FLORIDA 33483

ARTICLE IX.

INCORPORATOR

The name and address of the incorporators executing these Articles of

Incorporation is: THOMAS P. BELL, ESQUIRE
1790 N.W. 122ND TERRACE
PEMBROKE PINES, FLORIDA 33026

 (SEAL)
THOMAS P. BELL, ESQUIRE

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STATE OF FLORIDA)

H98000015112

) ss.

COUNTY OF BROWARD)

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared THOMAS P. BELL, ESQUIRE to be known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and that (he)(she) acknowledged before me that (he)(she) executed the same. I relied upon the following form of identification of the above-named person(s):

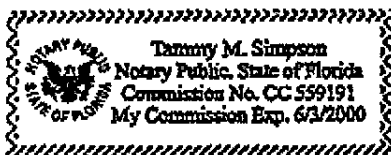
_____ and that an oath (was)(was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of August, 1998.

(SEAL)

Tammy M. Simpson
Notary Signature
Tammy M. Simpson
Printed Notary Signature

My Commission Expires:



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