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Andrew J. Connolly, P.A.

Andrew J. Connolly, Esq.
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EFFECTIVE DATE

10/21/98

October 17, 1997

Div. of Corporations - Dept. of State
409 E. Gaines Street
Tallahassee, FL 32399

700002673437--9
-10/27/98--01061--009
*****70.00 *****70.00

Re: City Subs & More, Inc.
Dear Sir:

Enclosed please find the original Articles of the above proposed corporation together with my check in the amount of \$70.00 to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
Total	\$70.00

Thank you for your assistance in this matter.

Sincerely yours,

Andrew J. Connolly

AJC:ks

Encs.

RECEIVED
DIV. OF STATE
TALLAHASSEE, FLORIDA

98 OCT 27 AM 9:44

FILED

(Barbara A. Schultz, Legal Assistant)

TA-11/2/98

EFFECTIVE DATE
10/21/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 27 AM 9:44

FILED

ARTICLES OF INCORPORATION

OF

CITY SUBS & MORE, INC.

ARTICLE I

NAME:

The name of this corporation is: City Subs & More, Inc.

ARTICLE II

MAILING ADDRESS:

The mailing address of this corporation shall be: Suite C-5,
Colony Shoppes, 7400 N. Fed. Hwy. Boca Raton, Florida

ARTICLE III

PURPOSE: This corporation is organized to engage in any lawful
business.

ARTICLE IV

CAPITAL STOCK:

This corporation is authorized to issue 500 shares of Common
Stock at the par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this
corporation is: Suite C-5, Colony Shoppes, 7400 N. Fed. Hwy. Boca
Raton, Florida The name of the initial registered agent of this
corporation at that address is: Joe N. Cardillo

ARTICLE VI

INCORPORATOR:

The name and address of the person signing these Articles is: Joe N. Cardillo, Suite C-5, Colony Shoppes, 7400 N. Fed. Hwy. Boca Raton, Florida

ARTICLE VII

INDEMNIFICATION:

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

ARTICLE VIII

AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

CONFLICT OF INTEREST:

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any shareholder or officer of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with the said person, persons, firm, or corporation and each and every person who may become an officer, shareholder, or fiduciary of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this

corporation for the benefit of himself or any other firm, association or corporation in which he may in any way be interested.

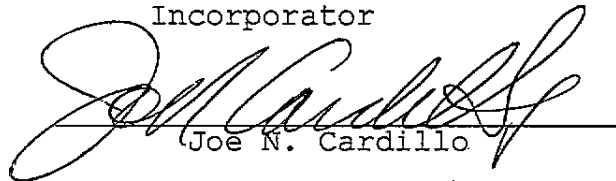
ARTICLE X

Existence:

This corporation shall begin its existence on October 21, 1998.


IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation this 10-21-98

Incorporator


Joe N. Cardillo

STATE OF FLORIDA
COUNTY OF BROWARD

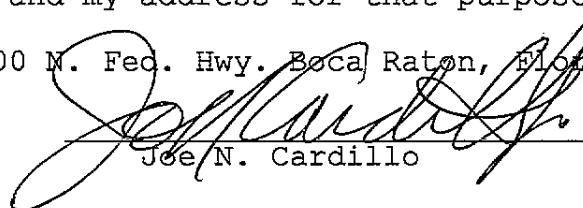
THE FOREGOING INSTRUMENT was acknowledged before me this 21 day of October, 1998 by Joe N. Cardillo who is personally known to me or ~~who has produced~~ as identification


NOTARY PUBLIC ANDREW J. CONNOLLY
COMMISSION # CC436748 EXPIRES May 26, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent of: City Subs & More, Inc., and my address for that purpose is: Suite C-5, Colony Shoppes, 7400 N. Fed. Hwy. Boca Raton, Florida


Joe N. Cardillo

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TALLAHASSEE, FLORIDA