

P98000092671

Andrew J. Connolly, P.A.

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February 21, 2001

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

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-02/28/01--01046--015
*****35.00 *****35.00

Re: City Subs & More, Inc.
Document No: P-98000092671

Dear Sir or Madam:

Enclosed is the original Corporation Reinstatement Form regarding the above-referenced corporation.

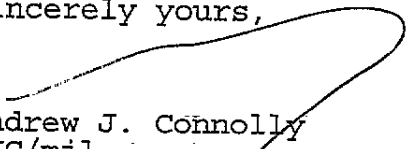
Also enclosed is check number 1418 in the amount of \$1,050.00, representing the State's required fee for reinstatement. I understand that this amount covers the past years fees since the dissolve date of this corporation, and up to and through the year 2001.

Further enclosed is the originally executed Certificate of Amendment of Articles of Incorporation, together with check number 5264 in the amount of \$35.00, representing the fee for the change of name.

Please confirm your receipt in processing of the foregoing.

If you should have any questions, please do not hesitate to contact me.

Sincerely yours,


Andrew J. Connolly
AJC/mjl
Encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 26 PM 4: 19

Name Change
NJ 2-28-2001

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

01 FEB 26 PM 4: 19

CITY SUBS AND MORE, INC., a Florida corporation, under its corporate seal in the hands of its President, Joe N. Cardillo and Secretary, Joe N. Cardillo, hereby certify that:

The Board of Directors of said corporation and the shareholders in lieu of a meeting by unanimous written consent adopted the following resolution:

The Name of the corporation is hereby changed to: CARDILLO'S, INC., and the Articles of Incorporation are amended accordingly.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed in its name by its President and its Secretary, this 19 day of January, 2001.

CARDILLO'S, INC., Formerly known as CITY SUBS AND MORE, INC.

By: [Signature]
Joe N. Cardillo
Its President

Attest:

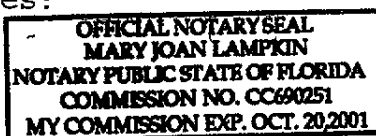
[Signature]
Joe N. Cardillo, Secretary

STATE OF FLORIDA
COUNTY OF BROWARD

Joe N. Cardillo is known to me to be the President of Cardillo's, Inc., formerly known as City Subs and More, Inc., and he acknowledged that he executed the foregoing Certificate of Amendment of Certificate of Incorporation on this 19 day of January, 2001.

[Signature]
Notary public

My commission expires:



UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS
OF CITY SUBS AND MORE, INC., IN LIEU OF MEETING

The undersigned, being all of the shareholders and directors of City Subs and More, Inc., a Florida Corporation, do hereby unanimously consent in writing to the adoption of the following resolution, taking said action in lieu of the meeting as permitted by F.S. 607.394.

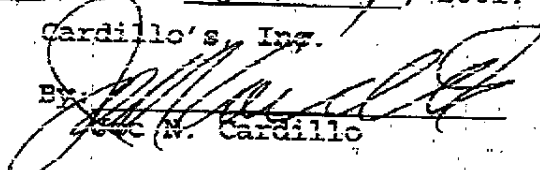
RESOLVED, that the name of this corporation is hereby changed to Cardillo's, Inc; and

RESOLVED FURTHER:

That Andrew J. Connolly, Esq. is hereby authorized to prepare the appropriate Article of Amendment changing the name of this corporation to Cardillo's, Inc.

The undersigned constituting all of the shareholders and directors of Cardillo's, Inc., do hereby execute this written consent as and for unanimous consent of the shareholders and directors effective as of this 17 day of January, 2001.

Cardillo's, Inc.

By 
Joe N. Cardillo

The undersigned as Secretary of Cardillo's, Inc., does certify that the foregoing Unanimous Written Consent of Shareholders and Directors of Cardillo's, Inc., is a true copy of the written consent in lieu of meeting.

Dated this 19 day of January, 2001.

Cardillo's, Inc.


Joe N. Cardillo, Secretary