

P99000002507

Law Office of William J. DiPetrillo  
5001 Hiatus Rd.  
Sunrise, FL 33351

Dated: January 5, 1999

Secretary of State  
P.O. Box 6327  
Division of Corporations  
The Capital  
Tallahassee, FL 32314

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-01/08/99--01026--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re. Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for SUB TALK, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,



Prepared by:  
William J. DiPetrillo  
5001 Hiatus Road  
Sunrise, FL 33351

FILED  
99 JAN -8 AM 8:26

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
SUB TALK, INC.**

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -8 AM 8:26

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

**ARTICLE I. Name.** The name of the Corporation is

SUB TALK, Inc.

**Article II. Term of Existence.** This corporation shall have perpetual existence.

**Article III. Nature of Business.** This corporation will engage in any legal business permitted under the laws of the United States and of this State. Main operation is sandwich shop.

**Article IV. Capital Stock.** This corporation authorized to issue 1000 shares with \$1.00 par value.

**Article V. Voting Rights.** Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**Article VI. Preemptive Rights.** Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII. Initial Registered Office and Agent.** The Street address of the initial registered office of the corporation is 5005 Hiatus Road, Sunrise, Fl. 33351

The name of the initial registered agent of the corporation at that address is Law Office of Bortolin and Dipetrillo, William J. DiPetrillo.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS.** The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by - laws but never less than one.

**ARTICLE IX. INCORPORATOR.** The person signing these Articles of Incorporation has the following name and address: Ben Mendella, 6520 Sutton Court, Parkland, FL 33067

**ARTICLE X. BY-LAWS.** The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI. AMENDMENT.** The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XII.** The street address of the principal place of business is 2862 NE 17<sup>th</sup> Avenue, Pompano, FL 33067.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this

5 th Day of January, 1999.

X Ben Mendella (SEAL)

STATE OF FLORIDA

COUNTY OF BROWARD

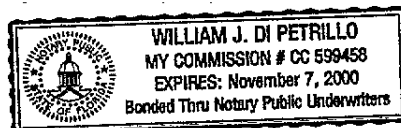
BEFORE ME, the undersigned authority, personally appeared, Ben Mendella, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the use and purpose therein expressed.

WITNESS my hand and official seal this 5 th Day of January, 1999.

William J. Di Petrillo

NOTARY PUBLIC

Commission:

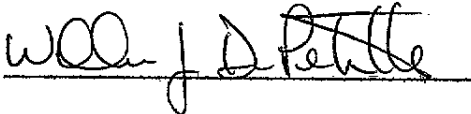


**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

TO: Secretary of State State of Florida Division of Corporations Department of State Tallahassee, FL.

32304

I, Law Office of Bortolin and DiPetrillo, William J. DiPetrillo, do hereby consent to serve as registered agent for the corporation, SUB TALK, Inc. this 5th Day of January, 1999.

A handwritten signature in cursive script, appearing to read "William J. DiPetrillo", written over a horizontal line.

William J. DiPetrillo

Address of registered agent:

5005 Hiatus Road, Sunrise, Fl. 33351

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS