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LAW FIRM OF
JAMES L. ESSENSEN
ATTORNEY AND COUNSELOR AT LAW
FLORIDA NEW YORK
2071 MAIN STREET
SARASOTA, FLORIDA 34237

IN ASSOCIATION WITH:
BERKOWITZ & PACE
BUFFALO, NEW YORK

(941) 954-0303
FAX (941) 951-7739

March 31, 1999

CERTIFIED - MAIL RETURN RECEIPT REQUESTED

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

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-04/05/99 -01144-008
*****78.75 *****78.75

RE: Articles of Incorporation for The Hancock Sandwich Co., Inc.

Dear Sir or Madam:

With reference to the above matter, please find enclosed the following:

1. Original Articles of Incorporation for The Hancock Sandwich Co., Inc.;
2. Copies of Articles of Incorporation for certifying by your office;
3. Original acceptance of Registered Agent;
4. This firm's trust check #4985 in the amount of \$78.75, made payable to Secretary of State, in consideration of the following fees:

a.	Filing fee/Articles of Incorporation .	\$35.00
b.	Filing fee registered agent designation	\$35.00
c.	Certified copy of Articles of Incorporation	\$ 8.75

Please file the original Articles of Incorporation for The Hancock Sandwich Co., Inc. and forward a certified copy of same along with your letter of acknowledgment to this office in the enclosed self-addressed, stamped envelope. Thank you for your cooperation.

Very truly yours,

THE LAW FIRM OF JAMES L. ESSENSEN

By: James L. Essensen

JLE\dw

Enclosures

cc: Robert Hancock
corp\hancock\secstate.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 PM 6:06

R. Purinton APR -8 1999

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

99 APR -5 PM 6:06

OF

THE HANCOCK SANDWICH CO., INC.

ARTICLE ONE

Name of Corporation. The name of this corporation shall be The Hancock Sandwich Company, Inc. and the principal corporate office address is 2071 Main Street, Sarasota, Florida 34237.

ARTICLE TWO

General Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida for which corporations may be organized under the laws of the State of Florida.

ARTICLE THREE

Authorized Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be seventy-five hundred (7,500) of common stock with a par value of \$1.00 per share.

ARTICLE FOUR

Term of Existence. This corporation is to exist perpetually unless dissolved according to law.

ARTICLE FIVE

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 2071 Main Street, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation at that address is James L. Essenson.

ARTICLE SIX

Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and addresses of the initial directors of the corporation are:

Robert G. Hancock
2071 Main Street
Sarasota, Florida 34237

Dawnilyse A. Hancock
2071 Main Street
Sarasota, Florida 34237

ARTICLE SEVEN

Incorporators. The name and address of the persons signing these Articles is:

Robert G. Hancock
2071 Main Street
Sarasota, Florida 34237

Dawnilyse A. Hancock
2071 Main Street
Sarasota, Florida 34237

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the 24th day of March, 1999.

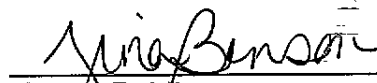

Dawnilyse A. Hancock


Robert G. Hancock

STATE OF COLORADO
COUNTY OF ~~LOUISVILLE~~
Boulder

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert G. Hancock, who is personally known to me or has produced Colorado Drivers License as identification, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, on this 24 day of March, 1999.


Notary Public
My commission expires: 09-11-2002

STATE OF COLORADO
COUNTY OF BOULDER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Dawnilyse A. Hancock, who is personally known to me or has produced Colorado Drivers License as identification, to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the Articles of Incorporation.

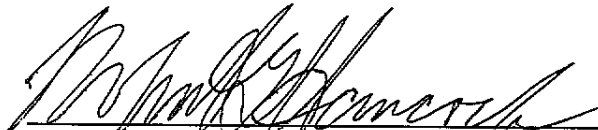
IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, on this 24 day of March, 1999.

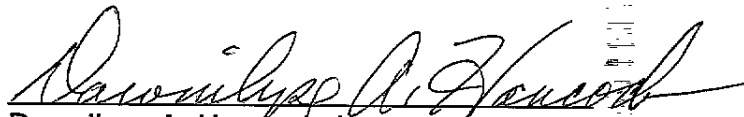
Maria Benson
Notary Public
My commission expires: 09-11-2002

CERTIFICATE DESIGNATING PLACE OF BUSINESS
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:

The Hancock Sandwich Company, Inc., desiring to organize or qualify under the laws of the State of Florida, has named James L. Essenson as its agent to accept service of process within Florida at 2071 Main Street, Sarasota, Florida 34237.


Robert G. Hancock, Incorporator


Dawnilyse A. Hancock, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.


James L. Essenson

Dated: March 29, 1999

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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