



THE UNITED STATES  
CORPORATION  
COMPANY

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99 JUN -8 PM 3:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 266505 82460A

AUTHORIZATION :

*Patricia Pigatto*

COST LIMIT : \$ 78.75

ORDER DATE : June 8, 1999

ORDER TIME : 12:25 PM

ORDER NO. : 266505-005

000002898410--2

CUSTOMER NO: 82460A

CUSTOMER: Ms. Christine D. Pennington  
BARLOW & BOHNE, P.A.  
BARLOW & BOHNE, P.A.  
Suite 107  
780 S. Apollo Blvd.  
Melbourne, FL 32901

DOMESTIC FILING

NAME: NORTH PHILLY CHEESESTEAKS,  
HOAGIES & DELI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED  
99 JUN -8 PM 1:45  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*PH 6/8/99* (S)

ARTICLES OF INCORPORATION  
OF  
NORTH PHILLY CHEESESTEAKS, HOAGIES & DELI, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name

The name of the corporation is NORTH PHILLY CHEESESTEAKS, HOAGIES & DELI, INC.

ARTICLE II - Duration

The period of duration of the corporation is perpetual.

ARTICLE III - Purpose

The purpose or purposes for which the corporation is organized is to engage in any or all lawful business, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country.

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#### ARTICLE IV - Capital Stock

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V - Registered Office and Agent

The street address of the initial principal office of this corporation is 1100 West New Haven Avenue, West Melbourne, Florida 32904, and the name of the initial registered agent of this corporation is KARL W. BOHNE, JR., whose address is 780 S. Apollo Blvd., Suite 107, Melbourne, Florida 32901.

#### ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be more than three (3). The name and address of the initial directors of this corporation are:

Joan Levy	1100 West New Haven Avenue
	West Melbourne, Florida 32904

#### ARTICLE VII - Incorporators

The name and address of the initial incorporator of this corporation is:

Joan Levy	1100 West New Haven Avenue
	West Melbourne, Florida 32904

#### ARTICLE VIII - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - 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.

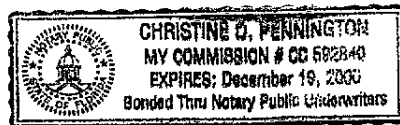
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 7<sup>th</sup> day of June, 1999.

Joan Levy  
Joan Levy

STATE OF FLORIDA     )  
COUNTY OF BREVARD)

The foregoing Articles of Incorporation were acknowledged before me this 7<sup>th</sup> day of June, 1999 by JOAN LEVY who is personally known to me ~~or who~~ has produced \_\_\_\_\_ as identification and who did not take an oath.

Christine D. Pennington  
Notary Public  
Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That NORTH PHILLY CHEESESTEAKS, HOAGIES & DELI, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1100 West New Haven Avenue, West Melbourne, Florida 32904, has named KARL W. BOHNE, JR., 780 S. Apollo Blvd., Suite 107, Melbourne, Florida 32901, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By:

  
Karl W. Bohne, Jr., Registered Agent