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LAW & BUSINESS CENTER
STIRLING PLAZA
6702 STIRLING RD.
HOLLYWOOD, FL 33024
(954) 894-8904

FILED

99 NOV -4 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 2, 1999

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

200003035052--2
-11/04/99--01060--010
*****78.75 *****78.75

Re: Muffy's Sandwich Shop, Inc.

Dear Sirs:

Enclosed please find two original Articles of Incorporation and two original Certificates of designation of Registered Agent.

Kindly file and forward a filed copy to Law & Business Center, 6700 1/2 Stirling Rd., Hollywood, Fl 33024.

I am enclosing a money order in the amount of \$78.75 to cover your fee.

Truly yours,



Jose F. Carreto

Enclosures
JFC/mr

PH 11/5/99 ✓

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s), for the purpose of forming of a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation shall be:

MUFFY'S SANDWICH SHOP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

710 S. 62ND AVENUE
HOLLYWOOD, FL 33023

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 shares no par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Lester F. Sickels
710. S. 62nd Avenue
Hollywood, Fl 33023*

ARTICLE V INCORPORATORS

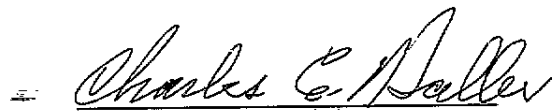
The name and address (es) of the incorporator(s) to these Articles of Incorporation are:

*Lester F. Sickels
710. S. 62nd Avenue
Hollywood, Fl 33023*

*Charles C. Haller
11201 SW 55th Street, Box 498
Miramar, Fl 33025*

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 2ND day of NOVEMBER, 1999.


Lester F. Sickels


Charles C. Haller

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

The name of the Corporation is:

MUFFY'S SANDWICH SHOP, INC.

The name and address of the registered agent and office is:

Lester F. Sickels
710 S. 62nd Avenue
Hollywood, Fl 33023

*Having been named as registered agent and to accept service of process for the
above stated Corporation at the place designated in this certificate, I hereby accept
the appointment as registered agent and agree to act in this capacity. I further agree
to comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of
my position as registered agent.*


Lester F. Sickels

Date: 11/02/99