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**KEVIN J. HUBBART & ASSOCIATES**  
BUSINESS ATTORNEYS WORKING WITH ENTREPRENEURS

December 13, 2004

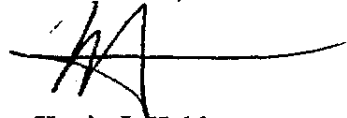
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Corporate Filings – St. Pete Subway, Inc.

To Whom It May Concern:

Enclosed, please find Articles of Incorporation and a check for the filing fees for the same. Please file them and return the copies to my address listed on this letter. If you have any questions, please feel free to contact me at 727-724-9559 x1410.

Thank You,

A handwritten signature in black ink, appearing to be 'KH' with a long horizontal stroke extending to the right.

Kevin J. Hubbard

Enc. Articles  
Check

# ARTICLES OF INCORPORATION

FOR

St. Pete Subway, INC.

## ARTICLE I NAME

The name of the corporation shall be **St. Pete Subway, Inc.**

## ARTICLE II NATURE OF BUSINESS

The purpose of this corporation is to transact all lawful business.

## ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock which the corporation is authorized to issue is 1,000 shares. These shares shall be of a single class of common stock, and shall have a par value of \$0.01 per share.

## ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation, the initial principal place of business and initial mailing address shall be:

2471 McMullen Booth Road, Suite. 316  
Clearwater, Florida 33759

and the name of the initial Registered Agent for the corporation at that address is:

Michael J. LaSalla

## ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as

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may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## **ARTICLE VI TERM OF EXISTENCE**

This corporation shall exist perpetually.

## **ARTICLE VII LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

The number of initial directors is one (1) and the name and address of the director is:

Michael J. LaSalla

2471 McMullen Booth Road, Suite 316  
Clearwater, Florida 33759

**ARTICLE X  
INCORPORATOR**

The name and address of the incorporator is:

Kevin J. Hubbard, Esq.  
420 Park Place, Suite 100  
Clearwater, Florida 33759

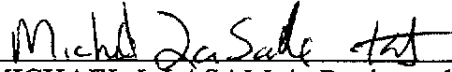
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on  
December 10, 2004.

Incorporator: \_\_\_\_\_

Kevin J. Hubbard

**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent to accept the service of process for **St. Pete Subway, Inc.** at the place designated in this statement, 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, I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
MICHAEL J. LASALLA, Registered Agent  
Date: December 10, 2004