

LO1000006949

THE ACCOUNTING OFFICE

SMALLEY & COMPANY, P.A.

PROFESSIONAL ASSOCIATION

152 E. 9th Street, Tallahassee, Florida 32303

TELEPHONE: (407) 897-2277

FAX: (407) 897-6611

WEBSITE: www.smalleyngo.com

E MAIL: orlando@smalleyngo.com

April 25, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

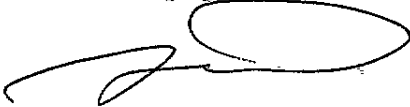
Re: Sophia's Subs, L.L.C.

Gentlemen:

Enclosed are the Articles of Organization for the above referenced proposed limited liability company; and, we enclose our check in the amount of \$ 125.00 in payment of the Filing Fee and Registered Agent Designation for this proposed corporation.

Please send the acceptance documentation to our office at the address above.

Sincerely yours,



Wayne Smalley

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****125.00 ****125.00

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01 APR 30 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SOPHIA'S SUBS, L.L.C.**

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be Sophia's Subs, L.L.C.

**ARTICLE II
PURPOSE**

This limited liability company is formed for the purpose of transacting any and all lawful business for which limited liability companies may become organized in the State of Florida.

**ARTICLE III
DURATION**

This limited liability company shall commence business on the day of the acceptance of these Articles of Organization and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE IV
PRINCIPAL OFFICE & MAILING ADDRESS**

The principal place of doing business of this limited liability company shall be:

2567 S Kirkman Road, Orlando, FL 32811

The mailing address for this limited liability company shall be:

1527 E Concord Street, Orlando, FL 32803

**ARTICLE V
ADMISSION OF NEW MEMBERS**

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by the new members at the time the new members are admitted.

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01 APR 30 PM 5:00
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FBI

ARTICLE VI
CONTINUATION OF COMPANY

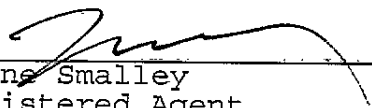
The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE VII
INITIAL REGISTERED AGENT AND STREET ADDRESS

Pursuant to the provisions of Section 608.415 or 608.507 Florida Statutes, the name and address of the initial registered agent of this limited liability company is:

Wayne Smalley, 1527 E. Concord Street, Orlando, FL 32803

Having been named as registered agent and to accept service or process for the above stated limited liability company 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.

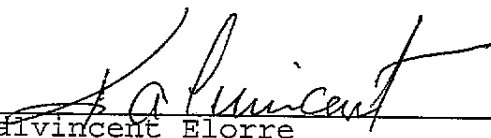


Wayne Smalley
Registered Agent

ARTICLE VIII
MANAGEMENT

The limited liability company is to be managed by the manager. The name and address of such manager is:

Kalvincent Elorre, 2567 S Kirkman Road, Orlando, FL 32811



Kalvincent Elorre
Manager

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01 APR 30 PM 5:00
SECRETARY OF STATE
FLORIDA