

CAPITAL CONNECTION, INC.
41 E. Virginia Street, Suite 100 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-341-8012 • Fax (850) 222-1212

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Blimpie Retail Org, Inc

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DIVISION OF CORPORATIONS
98 FEB 23 AM 11:00

☐ Art of Inc. File
☐ LTD Partnership File
☐ Foreign Corp. File
☒ L.C. File
☐ Fictitious Name File
☐ Trade/Service Mark
☐ Merger File
☐ Art. of Amend. File
☐ RA Resignation
☐ Dissolution / Withdrawal
☐ Annual Report / Reinstatement
☐ Cert. Copy
☒ Photo Copy
☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Courier

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BTC
2/23/98

Signature _____

Requested by: AS 2/23/98 9:20
Name Date Time

Walk-In _____ Will Pick Up _____

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
BLIMPIE RETAIL ONE, L.C.**

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The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
NAME**

The name of this Company shall be:

BLIMPIE RETAIL ONE, L.C.

**ARTICLE II
DURATION**

This Company shall commence on the date of the filing of these Articles of Organization pursuant to Section 608.409(1) of the Act, and shall continue for a perpetual period of time from this commencement date, or until dissolved by all of its members. Subject to the foregoing this company shall be dissolved on the happening of any of the following events:

- (1) Expiration of the term specified above;
- (2) Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
- (3) Unanimous written consent of all of the members.

**ARTICLE III
PURPOSES**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

ARTICLE IV
PLACE OF BUSINESS

The mailing address and street address of the principal place of business of this Company shall be 15700 Gulf Boulevard, Redington Beach, Florida 33708, or such other place or places as may be designated by the members from time to time.

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ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent for this Company shall be Patel, Moore & O'Connor, P.A., and the street address of the registered agent for the service of process shall be 2240 Belleair Road, Suite 160, Clearwater, Florida 33764.

ARTICLE VI
CAPITAL CONTRIBUTIONS

(a) Initial Capital. The initial capital of this Company shall consist of the sum of cash of Fifty Thousand and No/100 Dollars (\$50,000.00).

(b) Additional Capital Contributions. Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

(c) Return of Capital. The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act.

ARTICLE VII
ADMISSION OF MEMBERS

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by a unanimous vote of the members.

ARTICLE VIII
CONTINUATION OF BUSINESS

The members may, by unanimous written agreement, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE IX
MANAGEMENT

The management of this Company shall be managed by a manager(s) to be elected by majority of the members at the annual meeting. The name(s) and address(es) of such manager(s) who is/are to serve until the first annual meeting of the members or until his/their successor(s) is/are elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Blimpie Holding Corporation	15700 Gulf Boulevard Redington Beach, Florida 33708

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The manager(s) shall vote on and approve all matters relating to the limited liability Company including, but not limited to, the contracting of debt, entering into leases, contracts, mortgages, notes, deeds, conveyance agreements, trusts, security agreements, assignments, licenses, bills of sale, management agreements and such other generally recognized business arrangements.

ARTICLE X
POWERS

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI
PROPERTY

(a) Ownership. All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

(b) Title. The title to all property of the Company shall be held in the name of this Company.

(c) Conveyances. The manager(s) is/are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreements, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by the manager. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and that the manager is signing on its behalf. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

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BLIMPIE RETAIL ONE, L.C.

By:

Manager

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98 FEB 23 AM 11:00

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XII **AMENDMENTS**

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time by vote by a majority in interest of its members and such amendments shall be signed, executed and filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XIII **REGULATIONS**

The members are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provisions as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless otherwise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization this 19th day of February, 1998.

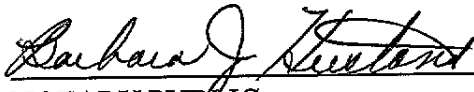

JUDITH M. SHRYOCK

STATE OF FLORIDA)
COUNTY OF PINELLAS)

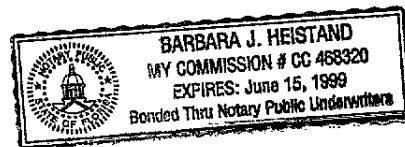
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BEFORE ME, personally appeared JUDITH M. SHRYOCK, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 19th day of February, 1998, in the aforesaid County and State. *Florida Drivers License used as ident. P. cation.*


NOTARY PUBLIC

My Commission Expires:



**AFFIDAVIT TO
ARTICLES OF ORGANIZATION
OF
BLIMPIE RETAIL ONE, L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 AM 11:00

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me, the undersigned Notary Public, personally appeared JUDITH M. SHRYOCK (the "Affiant"), who deposes and says:

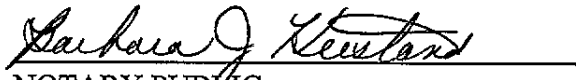
1. That Affiant has personal knowledge of the facts contained herein.
2. That BLIMPIE RETAIL ONE, L.C., has at least two members.
3. The total amount of cash contained by the members is \$50,000.00.
4. The agreed value of the property other than cash contributed by the members is \$0.00.
5. The total amount of cash and property anticipated to be contributed by the members is \$50,000.00.

Further Affiant sayeth not.

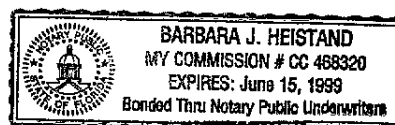

Affiant

BEFORE ME, personally appeared, JUDITH M. SHRYOCK, to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 19th day of February, 1998, in the aforesaid County and State. *Florida Drivers License used as identification.*


NOTARY PUBLIC

My 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
AND ACCEPTANCE BY REGISTERED AGENT**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That BLIMPIE RETAIL ONE, L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization in the City of Redington Beach, County of Pinellas, and State of Florida, has named Patel, Moore & O'Connor, P.A., located at 2240 Belleair Road, Suite 160, Clearwater, Florida 33764, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Limited Liability Company at the 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, and I am familiar with, and accept, the obligation of that office.

PATEL, MOORE & O'CONNOR, P.A.

By:


Patrick M. O'Connor, Registered Agent