

MO900000064

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

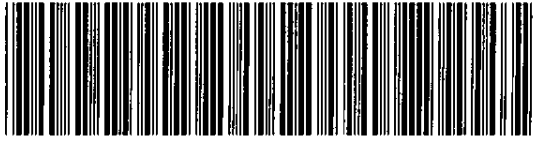
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600141390386

01/20/09--01047--024 \*\*130.00

FILED  
09 FEB 12 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. HAWKES

JAN 21 2009

EXAMINER

MO9-3123

*[Handwritten signature]*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 3, 2009

JAY A HERBST  
2600 W BIG BEAVER RD SUITE 550  
TROY, MI 48084

SUBJECT: ZL SUBS, LLC  
Ref. Number: W09000003123

We have received your document for ZL SUBS, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes  
Regulatory Specialist II

Letter Number: 109A00003898



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 21, 2009

JAY A HERBST  
2600 W BIG BEAVER RD SUITE 550  
TROY, MI 48084

SUBJECT: ZL SUBS, LLC  
Ref. Number: W09000003123.

We have received your document for ZL SUBS, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes  
Regulatory Specialist II

Letter Number: 509A00002229

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ZL Subs, LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Jay A. Herbst  
(Name of Person)  
Driggers, Schultz & Herbst  
(Firm/Company)  
2600 W. Big Beaver Rd., Suite 550  
(Address)  
Troy, MI 48084  
(City/State and Zip Code)

For further information concerning this matter, please call:

Jay A. Herbst at ( 248 ) 649-6000  
(Name of Person) (Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

\$125.00 Filing Fee     \$130.00 Filing Fee & Certificate of Status     \$155.00 Filing Fee & Certified Copy     \$160.00 Filing Fee, Certificate of Status & Certified Copy

**DRIGGERS, SCHULTZ & HERBST**

A PROFESSIONAL CORPORATION  
COUNSELORS AT LAW  
2600 WEST BIG BEAVER ROAD  
SUITE 550

TROY, MICHIGAN 48084

TELEPHONE (248) 649-6000  
TELECOPIER (248) 649-6442

NATHAN B. DRIGGERS  
(1929-1996)

OF COUNSEL  
BARBARA D. URLAUB  
GERALD D. WAHL  
BRIAN J. KINGSLEY

LAURENCE S. SCHULTZ  
JAY A. HERBST  
RICHARD B. TOMLINSON  
DANIEL R. BOYNTON  
JOSEPH W. THOMAS  
RAYMOND J. STERLING  
WILLIAM C. SCHAEFER  
JAMES J. MAJERNIK  
EDWARD S. TOTH  
MARK E. MUELLER  
ELIZABETH M. MALONE  
JACK E. GRAY, JR.

February 9, 2009

Ms. Suzanne Hawkes  
Florida Department of State  
Division of Corporations  
Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: ZL SUBS, LLC  
Ref. Number W09000003123

Dear Ms. Hawkes:

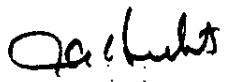
Pursuant to your letter request of February 3, 2009 (copy attached) enclosed is the Application by Foreign Limited Liability Company, Certificate of Designation and Certificate of Goodstanding from the State of Michigan for the above-referenced corporation.

Would you please record those documents.

If you require any additional documentation, please contact the undersigned.

Very truly yours,

DRIGGERS, SCHULTZ & HERBST

  
Jay A. Herbst

JAH/gp  
Enclosure

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. ZL Subs, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Michigan 3. 37-1577807  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 1, 2008 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will exist or "perpetual")

6. December 1, 2008  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 724 Bayway Blvd.  
Clearwater, FL 34630  
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

Scott T. Zieba, 8500 Windstone Drive, N.E., Rockford, MI 49341-7904

Leslie Zieba, 724 Bayway Blvd., Clearwater, FL 34630

Robert Lawson, 724 Bayway Blvd., Clearwater, FL 34630

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Operate

Jimmy John's Franchise

Scott T. Zieba

Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Scott T. Zieba

Typed or printed name of signee

FILED  
FEB 12 PM 1:45  
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ZL Subs, LLC

---

If name unavailable, the alternate name to be used in the state of Florida is:

---

2. The name and the Florida street address of the registered agent and office are:

Leslie Zieba

---

(Name)

724 Bayway Blvd.

---

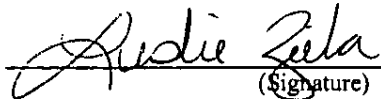
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Clearwater, FL 34630

---

City/State/Zip

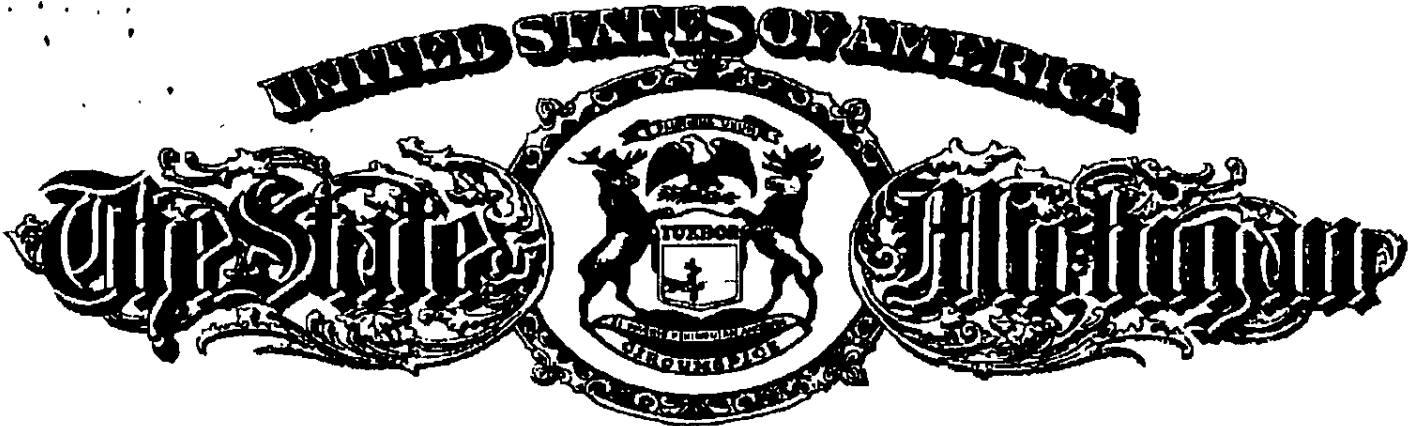
*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 608, Florida Statutes.*

  
\_\_\_\_\_  
(Signature)

Leslie Zieba

|           |                                  |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application       |
| \$ 25.00  | Designation of Registered Agent  |
| \$ 30.00  | Certified Copy (optional)        |
| \$ 5.00   | Certificate of Status (optional) |

**FILED**  
09 FEB 12 PM 1:45  
TALLAHASSEE COUNTY, FLORIDA  
SECRETARY OF STATE



**Department of Energy, Labor & Economic Growth**

**Lansing, Michigan**

**FILED**  
 09 FEB 12 PM 1:45  
 SECRETARY OF STATE  
 TREASURER OF STATE

*This is to Certify That*

**ZL SUBS, LLC**

*was validly organized on January 16, 2009 as a Limited Liability Company. Said Limited Liability Company is validly in existence under the laws of this state and has satisfied its annual filing obligations.*

*This certificate is issued pursuant to the provisions of 1993 PA 23, as amended, to attest to the fact that the company is in good standing in Michigan as of this date.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



Sent by Facsimile Transmission  
 977934

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 26th day of January, 2009*

*Andrew S. [Signature]*

Bureau of Commercial Services

, Director