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FLORIDA NON-PROFIT CORPORATION

Panama City Hottest Subs Marketing Cooperative, Inc.

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FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 30, 2003

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SUBJECT: PANAMA CITY HOTTEST SUBS MARKETING COOPERATIVE, INC.
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**ARTICLES OF INCORPORATION
OF
PANAMA CITY HOTTEST SUBS MARKETING COOPERATIVE, INC.**

The undersigned, acting as the incorporator(s), adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is **Panama City Hottest Subs Marketing Cooperative, Inc.**

**II.
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.
Purposes**

The purposes for which the Corporation is formed are to: (a) establish, maintain, administer and operate the promotional and marketing cooperative fund of FIREHOUSE SUBS® restaurants within the geographic area assigned by Firehouse Restaurant Group, Inc. or its successor (the "Franchisor") (the "Fund"); (b) utilize contributions made to the Fund (the "Contributions") for its members; and (c) accomplish all purposes associated with furthering the objectives of the Corporation and enhancing and collecting contributions.

**IV.
Membership**

There are only 2 classes of members of the Corporation, voting members and non-voting members.

(a) **Voting Members:** The voting members will consist of all of the owners of franchised FIREHOUSE SUBS® Restaurants ("Restaurant(s)") located in the area (the "Cooperative Area"), as the Cooperative Area may be modified from time to time in accordance with these Bylaws, who have entered into franchise agreements with the Franchisor and continue to be a party to them. An owner will hold one membership for all FIREHOUSE SUBS® Restaurant in good standing within the Cooperative Area and will have the obligation for assessments and contributions for each Restaurant. If a Restaurant is owned by more than one natural person, or a corporation, partnership, or

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other artificial entity, the voting interest of Restaurant will be exercised only by the natural person named in a voting certificate signed by all the natural persons who are owners or by the chief executive officer of the artificial entity and filed with the Secretary of the Cooperative in its official records. However, each owner will have 1 vote on all matters coming before the membership regardless of the number of Restaurants owned. Otherwise, the qualifications, rights and activities of voting members will be as provided in the Bylaws.

(b) **Non-Voting Members:** The Franchisor will always constitute a member of the Corporation, but will not have voting rights by virtue of this status. However, to the extent the Franchisor owns FIREHOUSE SUBS® Restaurants within the Cooperative Area, it will constitute a voting member to the same extent as any other members that are franchisees. Thus, if the Franchisor owns 2 FIRESHOUSE SUBS® Restaurants within the Cooperative Area, then it will have 1 voting membership, in addition to its non-voting membership. As a non-voting member, the Franchisor will not be required to make any Contributions to the Corporation. This section can only be changed with the written consent of the Franchisor.

IV. Limitation on Activities

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), except: (a) that the member at the time of dissolution or final liquidation will be entitled to share in the distribution of any of the remaining corporate assets; and (b) to the extent that the member (or its affiliates) own or operated restaurants as part of the FIREHOUSE SUBS® franchise system. Nothing in these Articles restricts the Corporation from reimbursing the member for funds furnished or loaned or for services performed.

VI. Dissolution

Upon dissolution of this Corporation, or the final liquidation of its assets, whether voluntary or involuntary or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining may be distributed only in accordance with the rules governing the Fund; provided, however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, officers or directors of the Corporation may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

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**VII.
Principal Office**

The principal office and mailing address of the Corporation is 1644 Spalding Court, Pensacola, Florida 32514.

**VIII.
Directors**

The Corporation will have 3 directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Linver Leffel	4367 Highway 90 Pace, Florida 32571
Stephen Joost	3410 Kori Road Jacksonville, Florida 32257
Robin O. Sorensen	3410 Kori Road Jacksonville, Florida 32257

**IX.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 1644 Spalding Court, Pensacola, Florida and the name of its initial registered agent at such address is Linver Leffel.

**X.
Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Linver Leffel	1644 Spalding Court Pensacola, Florida 32514

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Bylaws

The power to adopt, alter, amend or repeal Bylaws will be vested in the Corporation's Board of Directors. However, the Bylaws and any amendments, modifications or restatement of them will not be valid unless previously approved by the Franchisor.

XII.
Indemnification

The Corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent permitted by law.

XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law, except that no amendment may be made to these Articles of Incorporation: (a) that will eliminate the right of the Franchisor to be a non-voting member; (b) require the Franchisor to pay contributions by virtue of such non-voting membership, or (c) limit the Franchisor's rights otherwise than in accordance with Article IV; or (d) without the Franchisor's written consent.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on 12-27, 2002.


Linver Leffel, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of **PANAMA CITY HOTTEST SUBS MARKETING COOPERATIVE, INC.** to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: 1 - 15, 2003.


LINVER LEFTEL

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