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ACCOUNT NO. : 072100000032

REFERENCE: 677660 7139384

AUTHORIZATION ;---

ORDER DATE: April 27, 2000

ORDER TIME : 11:08 AM

ORDER NO. = 677660-005

000003232730--6

CUSTOMER NO: 7139384

CUSTOMER: Mr. Gregory A. Woodbury MR. GREGORY A. WOODBURY MR. GREGORY A. WOODBURY 5201 North 34th Street

Tampa, FL 33610

DOMESTIC FILING

NAME:

WOODY'S SUB SHOP INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

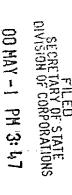
CERTIFIED COPY

PLAIN STAMPED COPY

___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:





FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

00 MAY -1 PM 3: 47

ARTICLES OF INCORPORATION

OF

WOODY'S SUB SHOP INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WOODY'S SUB SHOP INC.

The address of the principal office of this corporation shall be 5201 North 34th Street, Tampa, Florida 33610, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5201 North 34th Street, Tampa, Florida 33610, and the name of the initial registered agent of the corporation at that address is Gregory A. Woodbury.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Gregory A. Woodbury 5201 N. 34th Street, Tampa, Florida 33610

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation: $\underline{}$

The Company Corporation 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on May 1, 2000.

Its Agent, Laura R. Dunlar

Incorporator

jkg

SECRETARY OF STATE DIVISION OF CORPORATIONS

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Gregory A. Woodbury, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

WOODY'S SUB SHOP, INC.

Gregory A. Woodbury is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name: Gregory A. Woodbury