

000000046169  
Zoppoth Valenti & Hanley, PLLC

Attorneys At Law  
2121 Citizens Plaza  
500 West Jefferson Street  
Louisville, KY 40202  
Telephone (502) 568-2100  
Telefax (502) 568-2101

FILED  
00 MAY -5 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 2, 2000

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Tropical Cheesesteak, Inc.; Brandon Cheesesteak, Inc.; and University  
Cheesesteak, Inc.

Dear Sir or Madam:

Enclosed are the original and two copies each of the Articles of Incorporation and  
Registered Agent Designations for the following entities:

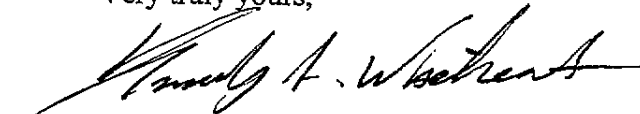
- ♦ Tropical Cheesesteak, Inc.;
- ♦ Brandon Cheesesteak, Inc.; and
- ♦ University Cheesesteak, Inc.

000003240410--5  
-05/05/00--01026--007  
\*\*\*\*236.25 \*\*\*\*\*78.75

Please file the Articles of Incorporation and Registered Agent Designation for  
Tropical Cheesesteak, Inc. **before** filing the Articles of Incorporation and Registered  
Agent Designations for the other to corporation. A check in the amount of \$236.25 is  
also enclosed for the filing fees associated with the filing of these documents. After the  
documents are filed, please return the two conformed copies of each document in the  
envelope provided herewith.

Your prompt attention to this matter is appreciated. If you have any questions,  
please contact me immediately at (502) 568-2100.

Very truly yours,



Timothy A. Wiseheart  
Paralegal

Valenti/PD Vance/SOS ltr  
Enclosures

gjs/19

**ARTICLES OF INCORPORATION  
OF  
UNIVERSITY CHEESESTEAK, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**

**Name**

The Corporation's name shall be University Cheesesteak, Inc.

**ARTICLE II**

**Duration**

The Corporation's duration shall be perpetual.

**ARTICLE III**

**Purposes**

The Corporation's purposes shall be to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (the "Act").

**ARTICLE IV**

**Authorized Shares**

The total number of shares that the Corporation shall have the authority to issue is 1,000 shares, all of which shall be common stock.

The designations, voting powers and relative rights and preferences of the shares shall be as follows:

A. **Common Shares.** The Common Shares shall be without distinction as to powers, rights and preferences. The rights, privileges, limitations and restrictions of Common Shares are as follows:

1. **Voting Rights.** In addition to any voting right specifically provided for in the Act and except with respect to the election of directors, outstanding Common Shares shall be voted at any annual or special meeting of the shareholders of the Corporation or holders may act by

**FILED**  
00 MAY -5 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

written consent upon all questions coming before the shareholders of the Company for a vote including merger, consolidation, liquidation, and the sale of substantially all of the assets of the Corporation. Each holder of Common Shares shall be entitled to one vote for each Common Share held on the record date fixed for such meeting or on the effective date of such written consent. Holders of Common Shares shall be entitled to vote as a class for the election of directors.

2. **Dividends.** After the requirements with respect to dividends on preferred shares, if any, have been met, the holders of Common Shares shall be entitled to receive such dividends, if any, as may be declared from time to time by the board of directors pro rata among the holders of shares.

3. **Liquidation Rights.** In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, then after distribution in full of any preferential amount to be distributed to the holders of preferred shares, if any, and subject to any further rights of the holders of the preferred shares, if any to participate in a liquidation, distribution or sale of assets, dissolution or winding up of the Corporation, the holders of Common Shares shall be entitled to receive all of the Corporation's remaining assets, tangible and intangible, of whatever kind available for distribution the shareholders, ratably in proportion to the number of Common Shares held by each.

4. **Issuance of Common Shares.** Common Shares may be issued from time to time as the Board of Directors shall determine and on such terms and for such consideration shall be fixed by the Board of Directors, provided that such terms are not inconsistent with provisions of this Article IV.

## ARTICLE V

### **Board of Directors**

The number of directors of the Corporation shall be a minimum of 2 and no greater than 5.

## ARTICLE VI

### **Offices**

A. **Principal Office.** The principal office of the Corporation in the State of Florida shall be located at 2464 Tommy's Turn, Oviedo, Florida 32766. The Corporation may have such other offices, either within or outside the State of Florida, as the business of the Corporation may require from time to time.

B. **Registered Office and Agent.** The registered office of the Corporation shall be 2464 Tommy's Turn, Oviedo, Florida 32766, and the name of the initial registered agent at such office shall be Philip K. Vance.

## **ARTICLE VII**

### **Incorporator**

The name and address of the incorporator is as follows: Phillip K. Vance, 2464 Tommy's Turn, Oviedo, Florida 32766.

## **ARTICLE VIII**

### **Indemnification and Insurance**

A. **Right to Indemnification.** Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph B of this Article VIII, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph A of this Article VIII shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

**B. Right of Claimant to Bring Suit.** If a claim under paragraph A of this Article VIII is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under the Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

**C. Non-Exclusivity of Rights.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

**D. Insurance.** The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Act.

## ARTICLE IX

### Limitation on Director Liability

**A. Scope of Limitation.** A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any act or omission constituting a breach of his or her duty as a director, unless such act or omission (i) relates to a transaction in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation or its shareholders; (ii) is not in good faith or involves intentional misconduct or is known to the director to be a violation of law; (iii) is a vote for or assent to an unlawful distribution to shareholders as prohibited under §607.0834, F.S.; or (iv) relates to a transaction from which the director derives an improper personal benefit.

**B. Amendment of Florida Business Corporation Act.** If the Act is amended to

authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, and without the necessity for further shareholder action in respect thereof.

**C. Repeal or Modification.** Any repeal or modification of this Article IX by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

## **ARTICLE X**

### **Shareholder Action without a Meeting**

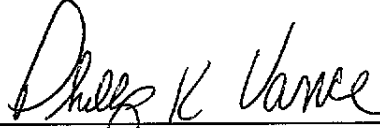
Any action, except the election of directors, required or permitted by the Act to be taken at a shareholders meeting may be taken without a meeting and without prior notice, except as provided below, if the action is taken by shareholders entitled to vote on the action representing not less than 80% of the votes entitled to be cast. Any action taken pursuant to the authority of this Article X shall be evidenced by one or more written consents describing the action taken, signed by the shareholders taking the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Any action taken under the authority of this Article X shall be effective when consents representing the votes necessary to take the action are delivered to the Corporation, or upon delivery of the consents representing the necessary votes, as of a different date if specified in the consent. Any shareholder giving a consent may revoke the consent by a writing received by the Corporation prior to the time that consents representing the votes required to take the action have been delivered to the Corporation, but may not do so thereafter. Prompt notice of the taking of any action by shareholders without a meeting pursuant to the authority of this Article X by less than unanimous written consent shall be given to those shareholders entitled to vote on the action who have not consented in writing. If the Act requires that notice of the proposed action be given to non-voting shareholders and the action is to be taken by consent of the voting shareholders under this Article X, the Corporation shall give its non-voting shareholders and voting shareholders whose consent is not solicited, written notice of the proposed action at least ten days before the action is taken. The notice shall contain or be accompanied by the same material that, under the Act, would have been required to be sent to non-voting shareholders in a notice of meeting at which the proposed action would have been submitted to the shareholders for action.

## **ARTICLE XI**

### **Amendment of Articles**

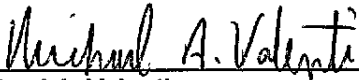
An amendment or modification to the Corporation's Articles of Incorporation may only be made upon the vote of the holders of 80% of the outstanding shares of the Corporation entitled to vote.

Executed by the incorporator this 1st day of <sup>May</sup> March, 2000.



Phillip K. Vance, Incorporator

This instrument was prepared by:



Michael A. Valenti  
ZOPPOTH VALENTI & HANLEY, PLLC  
2121 Citizens Plaza  
500 West Jefferson Street  
Louisville, Kentucky 40202  
(502) 568-2100

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
OF  
UNIVERSITY CHEESESTEAK, INC.**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned corporation submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the corporation is: **University Cheesesteak, Inc.**
2. The name and the Florida street address of the registered agent are:

**Phillip K. Vance  
2464 Tommy's Turn  
Oviedo, Florida 32766**

**FILED**  
00 MAY -5 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

  
\_\_\_\_\_  
**Phillip K. Vance**