

P00000061965

TRANSMITTAL LETTER

200003301382--0  
-06/22/00--01075--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: SOUTH PHILLY STEAKS & HOAGIES II, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: JANE G. NEPTUNE  
Name (Printed or typed)

4600 BABCOCK ST. NE.  
Address

PALM BAY FL 32905  
City, State & Zip

321-953-9999  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JUN 22 PM 2:48

FILED

NOTE: Please provide the original and one copy of the articles.

gk6/26

ARTICLES OF INCORPORATION  
OF  
SOUTH PHILLY STEAKS & HOAGIES II, INC.

ARTICLE I

Name

The name of the corporation is SOUTH PHILLY STEAKS & HOAGIES II, INC.

ARTICLE II

Duration

This Corporation shall have a perpetual existence.

ARTICLE III

Purpose

The object and purpose of the corporation and the general nature of the business or businesses to be transacted by it shall be as follows:

1. To engage in any and all lawful business activity permitted under the laws of the United States and of the State of Florida.
2. To make and enter all contracts necessary and proper for the conduct of its business or businesses.
3. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout

FILED  
00 JUN 22 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to, or connected with the businesses hereinbefore described, or any part or parts thereof if not inconsistent with the Laws of the State of Florida.

4. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon Corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

#### ARTICLE IV

##### Capital Stock

This Corporation is authorized to issue ONE hundred shares of common stock with a par value of \$1.00 per share.

#### ARTICLE V

##### Initial Registered Office and Agent and Principal Office

The street address of this principal office of this corporation is: 4600 Babcock St. NE, Palm Bay, Florida 32905, and the name and address of the initial registered agent of this Corporation is:

Jane G. Neptune

4600 Babcock St. NE

Palm Bay, FL 32905

ARTICLE VI

Initial Board of Directors

The Corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time as set forth by the By Laws but in any event, shall not be less than one. The names and addresses of the initial directors are:

Joan Levy                      4600 Babcock St. NE, Palm Bay, Florida 32905

Jane Neptune                4600 Babcock St. NE, Palm Bay, Florida 32905

ARTICLE VII

Incorporator

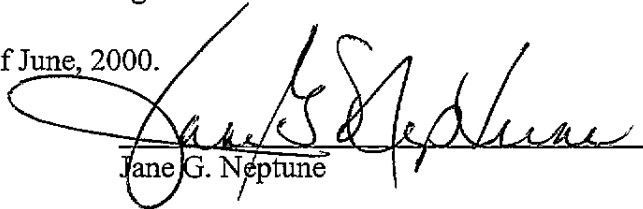
The name and address of the person signing these Articles is Jane G. Neptune,  
4600 Babcock St. NE, Palm Bay, Florida 32905.

ARTICLE VIII

Commencement of Existence

This Corporation shall have perpetual existence, which shall begin on date of filing by the Secretary of State.

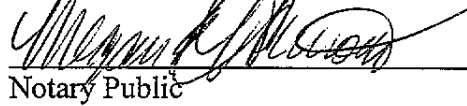
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 19<sup>th</sup> day of June, 2000.

  
Jane G. Neptune

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County names above, to take acknowledgements, personally appeared Jane G. Neptune, to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 19th day of June, 2000.

  
Notary Public

My Commission Expires:



Megan E. Harrison  
MY COMMISSION # CC851730 EXPIRES  
July 5, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

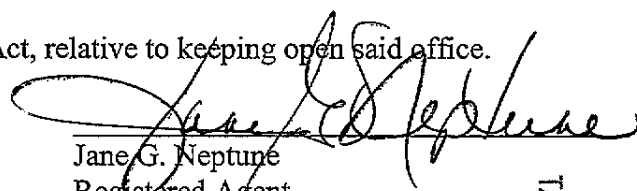
DESIGNATION OF AGENT AND PLACE FOR SERVICE OF PROCESS

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

First That South Philly Steaks & Hoagies II, Inc., a Florida Corporation, desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Palm Bay, State of Florida, has named Jane G. Neptune, located at 4600 Babcock St. NE, Palm Bay, Florida 32905, County of Brevard, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, 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.

  
Jane G. Neptune  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JUN 22 PM 2:48

FILED