

**P000000078104****Florida Department of State**

Division of Corporations

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**To:**

Division of Corporations

Fax Number : (850)922-4001

**From:**

Account Name : BURKE AND BLUE, P.A.

Account Number : 072100000111

Phone : (850)769-1414

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FILED  
00 AUG 17 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**FLORIDA PROFIT CORPORATION OR P.A.****BLIMPIE OF SANDESTIN, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 04      |
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ARTICLES OF INCORPORATION  
OF  
BLIMPIE OF SANDESTIN, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. Name. The name of this corporation (the "Corporation") shall be:

BLIMPIE OF SANDESTIN, INC.

2. Purpose. This Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

3. Stock. The capital stock of this Corporation shall consist of one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. Term. This Corporation shall have a perpetual existence.

5. Address. The mailing address of this Corporation is 507 East 3<sup>rd</sup> Street, Panama City, Florida 32401. M. Todd Burke, 221 McKenzie Avenue, Panama City, Florida 32401, is hereby designated as resident agent for this Corporation.

6. Existence. The date when the corporate existence of this Corporation shall begin is at the time of subscription and acknowledgment of these Articles of Incorporation, that is August 17, 2000.

7. Number of Directors. This Corporation shall initially have three (3) directors, but the By-Laws of this Corporation may provide for such increase in the number thereof as is authorized by law.

M. Todd Burke  
Bar #152048  
BURKE & BLUE, P.A.  
P.O. Box 70  
Panama City, FL 32402  
(850) 769-1414

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8. Directors. The name and street address of the three (3) Board of Directors is as follows:

| <u>Name</u>     | <u>Street Address</u>                                    |
|-----------------|--|
| David Olmstead  | 2873 Tupelo Drive<br>Panama City, FL 32401               |
| Craig Hicks     | 2605 Bay Tree Court<br>Panama City, FL 32405             |
| John M. Gooding | 507 East 3 <sup>rd</sup> Street<br>Panama City, FL 32401 |

9. Subscriber. The name and street address of the subscriber to these Articles of Incorporation is as follows:

| <u>Name</u>   | <u>Street Address</u>                        |
|---------------|--|
| M. Todd Burke | 221 McKenzie Avenue<br>Panama City, FL 32401 |

10. Officers. The officers of this Corporation shall be a President, Secretary, Vice President and such other offices or agents as may be deemed necessary from time to time by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

11. Contracts. No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of, such other corporation; and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this

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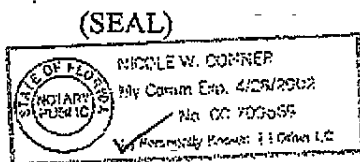
Corporation is interested; and no contract or other transaction of this Corporation with any person, firm, or corporation shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm, or corporation; and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

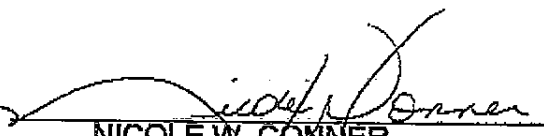
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 17<sup>th</sup> day of August, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

  
M. TODD BURKE

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 17th day of August, 2000, by M. Todd Burke, who is personally known to me.



  
NICOLE W. CONNER  
(Print Name)  
Notary Public  
Serial # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that BLIMPIE OF SANDESTIN, INC. desiring to organize under the laws of the State of Florida, with a mailing address as indicated in the Articles of Incorporation of 507 East 3<sup>rd</sup> Street, Panama City, County of Bay, State of Florida 32401, has named M. Todd Burke located at 221 McKenzie Avenue, Panama City, County of Bay, State of Florida 32401, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
M. TODD BURKE

(Resident Agent)

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