

P00000091890

TRANSMITTAL LETTER

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

300003403833--8  
-09/26/00-01024--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT:

The Sub Shack, 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: Joseph A. Ruelle  
Name (Printed or typed)

801 3rd Street  
Address

Englewood, Florida 34223  
City, State & Zip

941-475-2882  
Daytime Telephone number

FILED  
00 SEP 26 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

9-28  
WV

ARTICLES OF INCORPORATION  
OF  
THE SUB SHACK, INC.

---

FILED  
00 SEP 26 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I --NAME

The name of this corporation is THE SUB SHACK, INC.

ARTICLE II--DURATION

This corporation shall exist perpetually.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of any and all lawful business which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV--POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V--CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI--PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his or her pro-rata share of any new stock of this corporation of the same kind, class or series as that which he or she already holds at a price which it is offered to all other shareholders.

ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 801 3RD ST. ENGLEWOOD, FL. 34223. The address of the registered agent is 801 3RD ST., ENGLEWOOD, FL. 34223. The name of the initial registered agent of this corporation at that address is JOSEPH A RUELLE.

The principal office of this corporation shall be 801 3RD ST. ENGLEWOOD, FL. 34223.

#### ARTICLE VIII--MANAGEMENT BY BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, representing in person or by proxy, shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation represented in person or by proxy, shall constitute a quorum at any business meeting of the shareholders for all the management of the business of the corporation.

#### ARTICLE IX--INCORPORATORS/OFFICERS

The name and address of the person signing these articles is

JOSEPH A. RUELLE  
801 3<sup>RD</sup> ST.  
ENGLEWOOD, FL. 34223

The officers of this corporation until further notice shall be

PRESIDENT: TO BE ASSIGNED AT INITIAL MEETING  
TREASURER/SECRETARY: TO BE ASSIGNED AT INITIAL METTING

#### ARTICLE X--BYLAWS

The power to adopt, amend or repeal by-laws of this corporation shall be vested in the members.


#### ARTICLE XI--INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

#### ARTICLE XII--AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation and any amendment hereto. Further, any right conferred upon shareholders is subject to this reservation.

In witness whereof, the undersigned subscriber has executed these articles of incorporation, this 15TH day of SEPTEMBER 2000

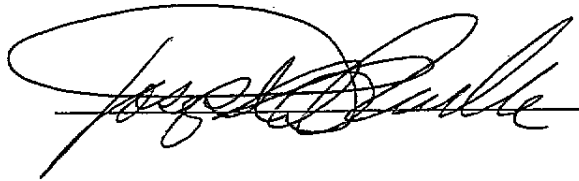
  
JOSEPH A. RUELLE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
00 SEP 26 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 48.091, Florida Statutes, the following is submitted:

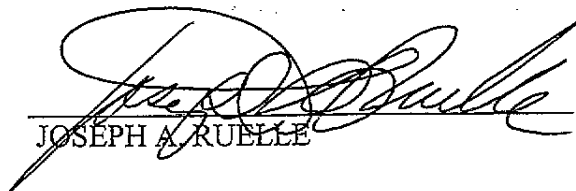
That SHACKCORP, INC., wishing to incorporate under the Florida General Corporation Act laws of the State of Florida with its principle office as indicated in the articles of incorporation, in the city of ENGLEWOOD county of CHARLOTTE, State of Florida, has named JOSEPH A RUELLE to accept service of process within the State of Florida.



JOSEPH A. RUELLE

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law to keeping said office open.



JOSEPH A. RUELLE