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December 29, 2000

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Tallahassee, Florida 32301

RE: C & G SUBWAY, INC.

Dear Ladies and Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above corporation. I would appreciate your filing the original Articles and returning a certified copy to me in the enclosed pre-addressed, self-stamped envelope. Our check in the amount of \$78.75 for the required filing fee is enclosed.

If you have any questions or comments, please give me a call.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Charles L. Hoffman, Jr.

CLHJr./cap  
Enclosures

FILED  
01 JAN -2 AM 11:11  
TALLAHASSEE, FLORIDA

D. BROWN JAN 5 2001

**ARTICLES OF INCORPORATION  
OF  
C & G SUBWAY, INC.**

FILED  
01 JAN -2 AM 11:11  
SECRET  
TALLAHASSEE  
FLORIDA

The undersigned incorporators file these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

**ARTICLE I. CORPORATE NAME**

The name of this corporation shall be **C & G SUBWAY, INC.**

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to share of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

**ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the corporation shall be:

10303 Night Wind Circle, Cantonment, Florida 32533

## **ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Christopher J. Myers  
10303 Night Wind Circle  
Cantonment, FL 32533

## **ARTICLE VIII. BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

## **ARTICLE IX. INITIAL DIRECTORS**

The name of the initial directors of this corporation and their street addresses are:

Eugene O. Nobles  
10302 Night Wind Circle  
Cantonment, FL 32533

Christopher J. Myers  
10303 Night Wind Circle  
Cantonment, FL 32533

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

## **ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK**

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation; and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representative, heirs, devisees, legatees, pledgees assignees, receiver in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchase. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchase, the secretary of the

corporation shall mail a written notice to all of the remaining stockholders by certified mail, return-receipt requested advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with, in desiring to sell, shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchase as to any shares of stock less than the total number of shares involved in such offer.

#### **ARTICLE XI. INDEMNIFICATION**

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

#### **ARTICLE XII. INCORPORATOR**

The name and address of the incorporator of this corporation is:

Eugene O. Nobles  
10302 Night Wind Circle  
Cantonment, FL 32533

#### **ARTICLE XIII. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

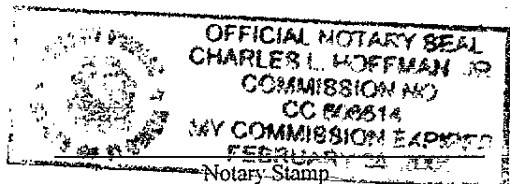
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 27<sup>th</sup> day of December, 2000.


  
EUGENE O. NOBLES

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me by Eugene O. Nobles, who (✓) is personally known to me ( ) produced \_\_\_\_\_ as identification on this 27<sup>th</sup> day of December, 2000.



  
\_\_\_\_\_  
NOTARY PUBLIC  
Charles L. Hoffman, Jr.  
\_\_\_\_\_  
Print/Type Name  
Commission Number: \_\_\_\_\_  
Expiration Date: 2/28/01

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **C & G SUBWAY, INC.** at the place designated in the Articles of Incorporation, Christopher J. Myers agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 12-27-00

  
CHRISTOPHER J. MYERS

FILED  
01 JAN -2 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA