

PO1000004326

CSC
1201 HAYS STREET
TALLAHASSEE, FL 32301

CONTACT: *Sandy Mathis ext. 1165*

ACCOUNT #: 072100000032

REF#: *961673/05*

AUTHORIZATION:

COST LIMIT: *78,75*

Patricia Pizeto

ORDER DATE: *1/11/2001*

ENTITY NAME: *Rhino Subs, Inc.*

DOMESTIC FILING

FOREIGN FILING

☒ ARTICLES OF INCORPORATION

----- CERTIFICATE OF LIMITED PARTNERSHIP

----- QUALIFICATION

----- CERTIFICATE OF LLC

----- ARTICLES OF AMENDMENT

300003533153--4

PLEASE RETURN

----- STAMPED COPY

☒ CERTIFIED COPY

----- CERTIFICATE OF GOOD STANDING

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 11 PM 1:11

RECEIVED
01 JAN 11 AM 11:29
TALLAHASSEE, FLORIDA

JS 1/11/01

**ARTICLES OF INCORPORATION
OF
RHINO SUBS, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, for purposes of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be RHINO SUBS, INC.

**ARTICLE II
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III
PURPOSE**

The purposes of the corporation are:

- (a) To engage in the operation of a restaurant business serving the general public.
- (b) To engage in and to transact any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is One thousand (1,000) shares, all of which shall be common shares with a par value of one dollar (\$1.00).

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 201 E. Pine, Suite 425, Orlando, Florida 32801. The name of the initial registered agent at such address is Ramsey

W. Dulin.

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The initial principal place of business of the corporation shall be 805 Lee Road, Orlando, Florida 32810, until otherwise designated by the corporation.

**ARTICLE VII
DIRECTORS**

The Board of Directors of the corporation shall consist of at least one director and no more than five directors. The initial Board of Directors shall consist of two directors, whose names and addresses are set forth below:

Robert A. Straub	805 Lee Road Orlando, Florida 32810
Donald Carter	805 Lee Road Orlando, Florida 32810

**VIII
OFFICERS**

The corporation shall have such officers as may be provided in the bylaws of the corporation, and such officers shall be determined in the manner provided in the bylaws, and shall perform their duties during their respective terms of office as may be provided in the bylaws of the corporation.

**ARTICLE IX
INCORPORATOR**

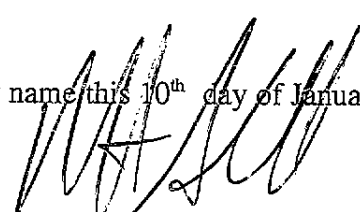
The name and address of the incorporator of the corporation is as follows:

Robert A. Straub	805 Lee Road Orlando, Florida 32810
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**ARTICLE X
AMENDMENTS TO ARTICLES
OF INCORPORATION AND BYLAWS**

The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by majority vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of the corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a majority vote of all outstanding shares.

IN WITNESS WHEREOF, I have subscribed my name this 10th day of January, 2001.

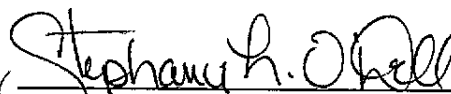


Robert A. Straub
Incorporator

**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day before me, a notary public, duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Robert A. Straub to me personally known to be the person who executed and subscribed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes therein contained, and who did/did not take an oath.

WITNESS my hand and official seal in the county and state set forth above this 10th day of January, 2001.



Notary Public, State of Florida
Printed Name:

Stamp:



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**DESIGNATION OF REGISTERED
OFFICE AND REGISTERED AGENT**

RHINO SUBS, INC., a Florida corporation, pursuant to Florida Statue §48.091, and its Articles of Incorporation, hereby designates Ramsey W. Dulin, 201 E. Pine Street, Suite 425, Orlando, Florida 32801, as its registered agent and registered office for the service of process as required by law.

ACCEPTANCE

I, Ramsey W. Dulin having been named in the foregoing designation of registered office and registered agent by RHINO SUBS, INC., a Florida corporation, and being fully advised and apprized of the duties of a registered agent for the service of process as prescribed by Florida Statue §48.091, do hereby accept said designation, and agree to accept service of process as registered agent, to keep my office open during prescribed hours, to post my name in some conspicuous place in the office as required by law, and to otherwise comply with the obligations of a resident agent and to maintain a registered office as heretofore indicated.

Dated this 10th day of January, 2001.



Ramsey W. Dulin