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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

FLORIDA PROFIT CORPORATION OR P.A.

VARSITY SUBS & WRAPS, INC.

Certificate of Status	0
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B. McKnight FEB 05 2001

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ARTICLES OF INCORPORATION
OF
VARSITY SUBS & WRAPS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **VARSITY SUBS & WRAPS, INC.**

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TALLAHASSEE, FLORIDA

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ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is P.O. Box 3054, Ponte Vedra Beach, FL 32004-3054.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is four thousand (4,000) shares having a par value of (\$1.00) per share.

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CAPITAL CONNECTION

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Scott W. Fallar, 8777 San Jose Boulevard, Building A, Suite 200, Jacksonville, FL 32217.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is: Scott Mullenix, 3640 Sanctuary Way South, Jacksonville Beach, FL 32250., James B. Hildebrandt, 1752 Grasmere Court, Jacksonville, FL 32223., Michael P. Hearnburg, 5712 Cayocosta Park Court, Jacksonville, FL 32244., Michael E. Palmer, 12477 Highview Drive, Jacksonville, FL 32225.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 2nd day of February 2001.

"Capital Connection, Inc. by Crystal Dugger, Office Manager"

Crystal Dugger

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**CERTIFICATE NAMING REGISTERED OFFICE
AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida. VARSITY SUBS & WRAPS, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at P.O. Box 3054, Ponte Vedra Beach, Florida 32004-3054, has named SCOTT W. FALLAR as its Registered Agent, located at 8777 San Jose Boulevard, Building A, Suite 200, Jacksonville, Florida 32217, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.



Scott W. Fallar

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