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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

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

FLORIDA PROFIT CORPORATION OR P.A.

PENNY HILL SALADS AND SUBS EIGHT, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 02 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION
OF

PENNY HILL SALADS AND SUBS EIGHT, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is PENNY HILL SALADS AND SUBS EIGHT, INC..

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 2116 31st Avenue, Vero Beach, Florida 32960.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Michael J. Barham, 2116 31st Avenue, Vero Beach, Florida 32960.

ARTICLE V. INCORPORATORS

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are

| Name | Address |
|--------------------|---|
| Michael J. Barham, | 2116 31st Avenue, Vero Beach, Florida 32960 |

The undersigned has/have executed these articles of incorporation on April 9, 2001


Michael J. Barham

This document was prepared with the assistance of Kimberly A. Temple Paralegal Service, 1420 20th Street, Vero Beach, Florida 32960, (561) 778-0021 April 9, 2001.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED 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.

1. The name of the corporation is: PENNY HILL SALADS AND SUBS EIGHT, INC..

2. The name and address of the registered agent and office is:

Michael J. Barham
2116 31st Avenue
Vero Beach, Florida 32960

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michael J. Barham
Michael J. Barham

Date: 4-9-01

This document was prepared with the assistance of Kimberly A. Temple Paralegal Service, 1420 20th Street, Vero Beach, Florida 32960. (561) 778-0021 April 9, 2001.

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