

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P01000040196

Farrell's, Inc.

FILED

01 APR 20 PM 12:03

CLERK OF STATE
TALLAHASSEE, FLORIDA

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Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

RECEIVED
01 APR 20 AM 11:34
DIVISION OF CORPORATION

J. BRYAN, APR 20 2001

ARTICLES OF INCORPORATION
OF
FARRELL'S, INC.

FILED
01 APR 20 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is

FARRELL'S, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity from the date of the filing of

these Articles of Incorporation.

ARTICLE III - PURPOSES

This corporation may engage in the operation of a sub sandwich shop
and may additionally engage or transact any or all lawful activities or business permitted under
the laws of the United States, the State of Florida, or any other state, country, territory or
nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of
common stock with par value of One (\$1.00) Dollar per share. The amount of capital with
which the corporation will begin business is One Hundred and 00/100 (\$100.00) Dollars.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is

1030 W. International Speedway Blvd., Suite 100, Daytona Beach, Florida 32114-3415, and the name of the initial registered agent of this corporation at that address is Randal L. Schechter, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation may have a board of directors if elected by the shareholders, in which event the number of directors shall be as set by the shareholders from time to time. The corporation shall initially operate as a close corporation as provided by law. The business of the corporation shall be managed by the shareholders rather than by a board of directors until such time as the shareholders shall by majority vote elect to have a board of directors and set the number thereof, hold nominations and elections to fill such positions, and such board of directors is elected and qualified to fill said positions.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Patricia Gail Farrell, 6435 Cypress Springs Parkway, Port Orange, FL 32124.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the shareholders. At such time that a board of directors is created by the shareholders, the power to adopt, alter, amend and repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE IX - ISSUANCE OF STOCK

Shares of capital of this corporation shall be issued initially to the following persons and in the amounts set forth opposite each name:

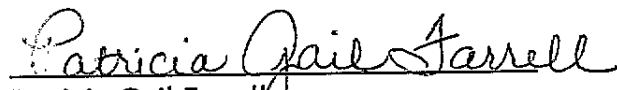
Patricia Gail Farrell	26 shares
John James Farrell, Jr.	26 shares
John Marion Farrell	46 shares
Melissa Gail Farrell	1 share
Mandy Marie Farrell	1 share

ARTICLE X - SHAREHOLDERS QUORUM AND VOTING

Fifty-One (51%) percent of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting shall be the act of the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of April, 2001.


Patricia Gail Farrell

STATE OF FLORIDA
COUNTY OF VOLUSIA

Personally appeared before me Patricia Gail Farrell, who produced Fla. Driver's License as identification and who acknowledged before me that she executed the foregoing Articles of Incorporation for the purposes set forth therein.

WITNESS my hand and seal of office at Daytona Beach, Florida, this 19th day of April, 2001.



Samantha Jones-Baker
My Commission CC858855
Expires July 27, 2003


Notary Public
My Commission Expires:

FILED
01 APR 20 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT FARRELL'S, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 3863 -E S. NOVA ROAD, PORT ORANGE, STATE OF FLORIDA, HAS
NAMED RANDAL L. SCHECTER, ESQUIRE, 1030 W. INTERNATIONAL SPEEDWAY BLVD.,
SUITE 100, DAYTONA BEACH, FLORIDA 32114-3415, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

SIGNATURE: Patricia Gail Farrell
Corporate Officer

TITLE: Vice President

DATE: 4-19-01

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 RELATED TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]
(Resident Agent)

DATE: 04/19/01