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No. 00 Pg. 1 of 2

Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

TOPS CHOICE HAMBURGERS OF PENSACOLA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
TOPS CHOICE HAMBURGERS OF PENSACOLA, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is **TOPS CHOICE HAMBURGERS OF PENSACOLA, 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. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of the corporation is 401 East Cervantes, Pensacola, Florida 32501 and mailing address of this corporation is 27 Alexandra Place, Fort Walton Beach, Florida 32548.

ARTICLE VI. 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 MATTHEW ROSICKA, 27 Alexandra Place, Fort Walton Beach, Florida 32548.

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The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have two (2) director(s) 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 VIII. INITIAL DIRECTORS

The name of the initial director of this corporation and their street addresses is:

NAME

ADDRESS

Matthew Rosicka

27 Alexandra Place
Fort Walton Beach, Florida 32548

Donald W. Oliver

10 Chelsea Drive
Fort Walton Beach, Florida 32547

The person(s) named as initial director(s) shall hold office for the first year of existence of this corporation or until their/his/her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NAME

ADDRESS

Matthew Rosicka

27 Alexandra Place
Fort Walton Beach, Florida 32548

ARTICLE X. 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 stockholders entitled to vote, unless

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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 the 24th day of October, 2001.


MATTHEW ROSICKA

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, a Notary Public personally appeared Matthew Rosicka, me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 24th day of October, 2001.




Print Name: Nancy M. Shimet
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


MATTHEW ROSICKA
27 Alexandra Place
Fort Walton Beach, Florida 32548

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