

LAW OFFICES  
**STUTSMAN & THAMES**  
PROFESSIONAL ASSOCIATION  
121 WEST FORSYTH STREET, SUITE 600  
JACKSONVILLE, FLORIDA 32202

BRUCE E. STUTSMAN  
RICHARD R. THAMES  
NINA M. LAFLEUR  
BRADLEY R. MARKEY  
ALISON R. MILLER

TELEPHONE  
904-358-4000

FACSIMILE  
904-358-4001

May 23, 2002

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

400005596964--2  
-05/22/02--01021--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of LGS West Florida, Inc.

Dear Sir/Madam:

Enclosed for the referenced corporation is are the following documents:

1. An original and one copy of the Articles of Incorporation; and
2. An original and one copy of a Certificate Designating Registered Agent and Registered Office.

We would appreciate your filing the originals of these documents and returning date stamped copies to us in the enclosed envelope. We have enclosed a check for \$78.75 to cover the filing fee and the costs of obtaining a certificate of status for the corporation.

Very truly yours,



Richard R. Thames

RRT/ab  
Enclosures  
40695

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
02 MAY 22 PM 12:44

5-22-02  
WC

**ARTICLES OF INCORPORATION**

**OF**

**LGS WEST FLORIDA, INC.**

**ARTICLE I-NAME**

The name of this Corporation is LGS West Florida, Inc.

**ARTICLE II-INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of this Corporation is 121 W. Forsyth Street, Suite 600, Jacksonville, Florida 32202.

**ARTICLE III-DURATION**

This Corporation shall have perpetual existence.

**ARTICLE IV-PURPOSE**

This Corporation is organized for the purpose of operating fast food sandwich shops in West Florida, and any other business lawful or incidental thereto.

**ARTICLE V-CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares, all of which shall be of the par value of One Cent (\$.01) per share.

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**ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 121 W. Forsyth Street, Suite 600, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Richard R. Thames.

**ARTICLE VII-INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2), and the name and address of the people who are to serve as the initial directors are Richard R. Thames, 7897 Little Fox Lane, Jacksonville, Florida 32256 and James Wilson, 4760 La Jolla, Pensacola, Florida 32504.

**ARTICLE VIII-INCORPORATOR**

The name and address of the incorporator is Richard R. Thames, 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202.

**ARTICLE IX-INDEMNIFICATION**

Directors and officers of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

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## **ARTICLE X-MISCELLANEOUS**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

**ARTICLE XI-AMENDMENTS**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

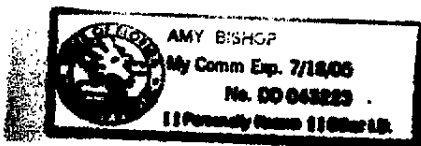
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of May, 2002.

  
Richard R. Thames

**Acknowledgment**

STATE OF FLORIDA       )  
COUNTY OF DUVAL       )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of May, 2002 by Richard R. Thames. He is personally known to me.



  
Notary Public for the State of Florida at Large

My Commission Expires: 7-18-06

Commission Number: DD 043223

**CERTIFICATE DESIGNATING  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1997), the following is submitted:

First, that LGS West Florida, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Richard R. Thames, 121 W. Forsyth Street, Suite 600, City of Jacksonville, State of Florida 32202, as its agent to accept service of process within Florida.



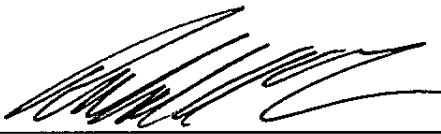
Richard R. Thames, Incorporator

5/9/02  
Date

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**ACCEPTANCE BY REGISTERED AGENT**

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 further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By 

Richard R. Thames

5/9/02  
Date