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EFFECTIVE DATE
4-11-03

FILED
03 APR 14 AM 10:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 11, 2003

Department of State
Division of Corporation
P O Box 6327
Tallahassee FL 32314

RE: B M Blimpies, Inc.

Enclose is the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation.

Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Charles David Olmstead".

Charles David Olmstead
B M Blimpies, Inc.
659 Jenks Avenue
Panama City FL 32401

ARTICLES OF INCORPORATION
OF
B M BLIMPIES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST:

The name of the corporation is **B M Blimpies, Inc.**

SECOND:

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles and the period of duration of the corporation is perpetual.

EFFECTIVE DATE
4-11-03

THIRD:

The purpose for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH:

the aggregate number of shares that the corporation shall have the authority to issue is one thousand (1,000) shares of One Dollar (\$1.00) per value common stock.

FIFTH:

The address of its principal and initial registered office is 659 Jenks Avenue, Panama City, Florida 32401, and the name its initial registered agent at said address is Charles David Olmstead.

SIXTH:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by or under the direction of the officers with or without a board of directors.

SEVENTH:

The name and address of the incorporator is as follows:

CHARLES DAVID OLMSTEAD
659 JENKS AVENUE
PANAMA CITY FL 32401

EIGHTH:

the holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the shareholders unissued or treasury shares and such of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of Incorporation on the 11th day of April, 2003.

Charles David Olmstead

STATE OF FLORIDA)
COUNTY OF BAY)

BEFORE ME the undersigned officer duly authorized in the State and County aforesaid to take acknowledgment personally appeared Charles David Olmstead, personally known to me to be the person who executed the foregoing, and acknowledge that he executed the same for the purpose therein express.

WITNESS MY hand and official seal this 11th day of April, 2003.



Kathy A. Sanford
MY COMMISSION # DD170454 EXPIRES
February 17, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

Kathy A. Sanford
NOTARY PUBLIC

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in theses Articles, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF Chapter 48.091, Florida Statutes related to keeping said office open.

Charles David Olmstead
Charles David Olmstead

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CLERK OF STATE
TALLAHASSEE FLORIDA