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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : BOND, SCHOENECK & KING, P.A.
Account Number : I20010000122
Phone : (239) 659-3800
Fax Number : (239) 659-3812**FLORIDA PROFIT CORPORATION OR P.A.**

Whatnot Sandwich Company, Inc.

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
WHATNOT SANDWICH COMPANY, INC.

Article 1. Name

The name of the Corporation is:

Whatnot Sandwich Company, Inc.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act; and

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Initial Principal Office and Mailing Address

The initial principal office of the Corporation is at 18070 S. Tamiami Trail, Unit 2, Fort Myers, Florida 33908. The initial mailing address of the Corporation is P.O. Box 548, Bonita Springs, Florida 34133.

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is at 27419 Pollard Drive, Bonita Springs, Florida 34135. The name of the initial registered agent at that address is Vernon D. Haney.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of voting common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

Article 7. Incorporator

The name and address of the sole Incorporator is:

Vernon D. Haney
27419 Pollard Drive
Bonita Springs, Florida 34135

Article 8. Commencement of Existence

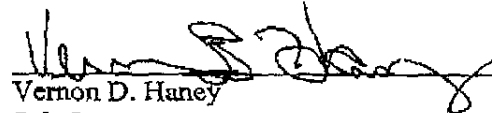
The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

Article 9. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation as of the 29th day of August, 2005.


Vernon D. Haney
Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Whatnot Sandwich Company, Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated as of the 29th day of August, 2005.


Vernon D. Haney
Registered Agent

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