

P05000144517

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Account Name : JOHNSTON & SASSER, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.

Sub, Inc.

Certificate of Status	0
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Page Count	06
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1005-48687



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

FROM

October 25, 2005

JOHNSTON & SASSER, P.A.

SUBJECT: SUB, INC.
REF: W05000048687

CLIENT DOES NOT
CONSIDER NAME
SIMILAR ENOUGH TO
CAUSE PROBLEMS.

PLEASE ACCEPT
CORP. NAME.

Sue
Clark

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is M03000002111 (ASUB, LLC).

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
NEW FILINGS

FAX Aud. #: H05000250591
Letter Number: 805A00064705

ATTN: TAMMY HAMPTON
(850) 245 6804

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ARTICLES OF INCORPORATION

OF

SUB, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is SUB, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

- A. To engage in business to operate and manage sandwich shop(s) and restaurant(s).
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Prepared by:
David C. Sasser, Esq.
Florida Bar No. 297720
Johnston & Sasser, P. A.
P. O. Box 997
Brooksville, FL 34605-0997
352/796-5123 (phone) 352/799-3187 (fax)

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ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock. Such shares shall be of a single class and shall have no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the street address is Sridevi B. Raju, 31774 Cortez Boulevard, Brooksville, FL 34602. The principal office and mailing address of this corporation is 31774 Cortez Boulevard, Brooksville, FL 34602.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bhupatiraju R. Raju	31774 Cortez Boulevard, Brooksville, FL 34602
Sridhar B. Raju	31774 Cortez Boulevard, Brooksville, FL 34602
Sridevi B. Raju	31774 Cortez Boulevard, Brooksville, FL 34602

ARTICLE VII - INCORPORATOR(S)

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
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Bhupatiraju R. Raju

31774 Cortez Boulevard, Brooksville, FL 34602

ARTICLE VIII - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE IX - STOCK TRANSFER RESTRICTIONS

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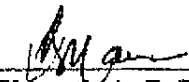
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Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE X - 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of October 2005.


Bhupatiraju R. Raju

STATE OF FLORIDA
COUNTY OF HERNANDO

THE foregoing Articles of Incorporation were signed and acknowledged before me by Bhupatiraju R. Raju, who is personally known to me or who produced _____ as identification, and who did not take an oath, this 24 day of October 2005.



Sue T. Clark
Commission #DD303157
Expires: Apr 25, 2008
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is SUB, INC.
2. The name and address of the registered agent and office is:

Sridevi B. Raju, 31774 Cortez Boulevard, Brooksville, FL 34602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Sridevi B. Raju

10/24/05
Date

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