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2006 JUN 29 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. Hampton JUN 29 2006

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BRANAN FIELD SUBWAY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Peter Hamilton Ward
Name (Printed or typed)

4001 Newberry Road, Suite C-1
Address

Gainesville, Florida 32607
City, State & Zip

(352) 377-4761
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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2006 JUN 29 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRANAN FIELD SUBWAY, INC.**

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

ARTICLE I — NAME

The name of the corporation is:

BRANAN FIELD SUBWAY, INC.

ARTICLE II — TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III — NATURE AND PURPOSE OF BUSINESS

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

ARTICLE IV — GENERAL POWERS

This corporation shall have the following powers as well as such broader powers as the State of Florida shall from time to time authorize by statute or common law:

- (1) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (2) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (3) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

- (4) To lend money to, and use its credit to assist its officers and employees, including any officer or employee who is a director of the corporation of a subsidiary, whenever, in the judgment of the director (s), such loan, guaranty, or assistance may reasonably be expected to benefit the corporation. The loan, guaranty, or other assistance may be with or without interest and may be unsecured or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing herein shall be deemed to deny, limit, or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.
- (5) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental, district, or municipality or of any instrumentality thereof.
- (6) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (7) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (8) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida statute within or without Florida.
- (9) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (10) To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.
- (11) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (12) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (13) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees.

- (14) To be a promoter, incorporator, general partner, limited partnership, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (15) To sue and be sued, complain, and defend in its corporate name.
- (16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for any corporate purposes including without limitation the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (17) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLES V — CORPORATE ADDRESS/MAILING ADDRESS

The mailing address and the initial place of business of the corporation is:

1030 University Blvd., N. Jacksonville, Florida 32211

ARTICLE VI — CAPITAL STOCK

The corporation shall have authority to issue **ten thousand (10,000) shares** of common stock all of one class, with a par value of one cent (\$.01) per share. No preemptive rights are to be granted shareholders. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. Holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VII — DIRECTORS

The board of directors shall consist of from 1-7 directors as may be more specifically stated in the By-Laws of the corporation. Directors need not be residents of the State of Florida nor shareholders of the corporation. The name and address of the person who shall serve as director until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation or death, is as follows:

Peter Hamilton Ward, 4001 Newberry Road, Suite C-1, Gainesville, Florida 32607.

ARTICLE VIII — INCORPORATOR

The name and address of the incorporator is as follows:

Peter Hamilton Ward, 4001 Newberry Road, Suite C-1, Gainesville, Florida 32607.

ARTICLE IX — AMENDMENTS

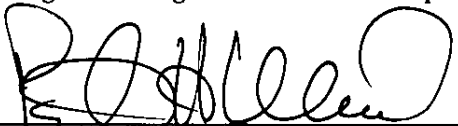
The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the outstanding common shares.

ARTICLE X — REGISTERED AGENT & OFFICE

The name and the Florida street address of the initial registered agent are:

Peter Hamilton Ward
4001 Newberry Road, Suite C-1, Gainesville Florida 32607


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Peter Hamilton Ward

June 27, 2006

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Gainesville, Florida, on this June 27, 2006.



Peter Hamilton Ward
Incorporator