

**Electronic Articles of Incorporation
For**

P10000011709
FILED
February 08, 2010
Sec. Of State
tburch

POTBELLY PRODUCE CO.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
POTBELLY PRODUCE CO.

Article II

The principal place of business address:
1958 OTTERBEIN AVE.
APT 3902
COCOA, FL. 32926

The mailing address of the corporation is:
1958 OTTERBEIN AVE.
APT 3902
COCOA, FL. 32926

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
100

Article V

The name and Florida street address of the registered agent is:
ALWAYS BY THE NUMBERS INC
350 TANGERINE AVE
SUITE 1
MERRITT ISLAND, FL. 32953

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: LORA MCCABE

Article VI

The name and address of the incorporator is:

JOSHUA LEHMANN
1958 OTTERBEIN AVE.
APT 902
COCOA, FL 32926

Incorporator Signature: JOSHUA LEHMANN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JOSHUA LEHMANN
1958 OTTERBEIN AVE, APT 902
COCOA, FL. 32926

Title: VP
ASHLEY BARRETT
4216 BOKEELIA LOOP
CLEARMONT, FL. 34711

Article VIII

The effective date for this corporation shall be:

02/15/2010