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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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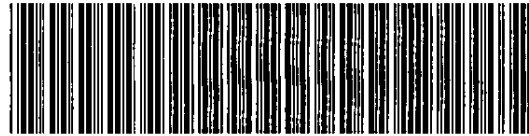
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

DEC 21 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JM WOOLBRIGHT, INC

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Patricia B. Gillmann, CPA

Contact Person

Jersey Mike's Franchise Systems, Inc.

Firm/Company

2251 Landmark Place

Address

Manasquan, New Jersey 08736

City, State and Zip Code

pgillmann@jerseymikes.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patricia B. Gillmann, CPA

Name of Contact Person

at (732) 612-3112 ext 201

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees

☐ \$113.75 Filing Fees
and Certificate of
Status

☐ \$113.75 Filing Fees
and Certified Copy

☐ \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

JM WOOLBRIGHT, INC.

#F02000002925

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Foreign profit corporation

(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of New Jersey

(Enter state, or if a non-U.S. entity, the name of the country)

on April 18, 2002

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

JM WOOLBRIGHT, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: January 1, 2011

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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TALLAHASSEE, FLORIDA

Signed this 13 th day of December, 20 10.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Peter Cancro

Printed Name: Peter Cancro Title: President

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Peter Cancro
Printed Name: Peter Cancro Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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TALLAHASSEE, FLORIDA

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: JM WOOLBRIGHT, INC.

ARTICLE II PRINCIPAL OFFICE

Principal street address
2260 Woolbright Road
Boynton Beach, FL 33426

Mailing address, if different is:

2251 Landmark Place
Manasquan, NJ 08736

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
Limited service restaurant/Sub shop.

ARTICLE IV SHARES

The number of shares of stock is: 100

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Peter Cancro, President
Address: 2251 Landmark Place
Manasquan, NJ 08736

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

Name and Title: _____
Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Peter Cancro
Address: 2660 Woolbright Rd
Boynton Beach, FL 33435

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Peter Cancro
Address: 2660 Woolbright Rd
Boynton Beach, FL 33435

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 Cancro

Required Signature/Registered Agent

December 13, 2010

Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Peter Cancro

Required Signature/Incorporator

December 13, 2010

Date

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TALLAHASSEE, FLORIDA