

PA50000 35719

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

800001479176
-05/08/95--01075--011
***122.50 ***122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Blimpie Tampa Shell Leasing Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 95 MAY -9 AM 10:51
 DIVISION OF CORPORATION
 SECRETARY OF STATE
 FILED
 95 MAY 8 AM 11:05

MAY 8 1995 BSB

Examiner's Initials

ARTICLES OF INCORPORATION
OF
BLIMPIE TAMPA SHELL LEASING, INC.

FILED
95 MAY -8 AM 11:05
SECRETARY OF STATE
TAMPA, FLORIDA

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purposes of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida General Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is
BLIMPIE TAMPA SHELL LEASING, INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	200	NO PAR VALUE

FOURTH: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 801 N.E. 167th Street, Suite 300, in the City of North Miami Beach, County of Dade, State of Florida 33162 and the name of the registered agent at said address is United Corporate Services, Inc.

FIFTH: The name and address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	10 Bank Street White Plains, New York 10606
Mark Skubicki	10 Bank Street White Plains, New York 10606

SIXTH: The number of directors constituting the initial Board of Directors is two (2); and the name and address of the initial Board of Directors, to serve until the first annual meeting of shareholders, or until the successors are elected and qualify, are as follows:

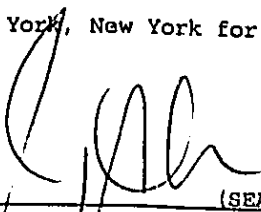
<u>NAME</u>	<u>ADDRESS</u>
Ray A. Barr	10 Bank Street White Plains, New York 10606
Mark Skubicki	10 Bank Street White Plains, New York 10606

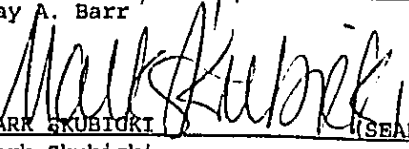
SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was

unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this fifth day of May, 1995 made and subscribed these Articles of Incorporation at New York, New York for the uses and purposes aforesaid.


RAY A. BARR (SEAL)
Ray A. Barr


MARK SKUBICKI (SEAL)
Mark Skubicki

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Be it remembered that on this fifth day of May, 1995, personally came before me, a Notary Public in and for the County and State aforesaid, Ray A. Barr and Mark Skubicki, party to the foregoing document, known to me personally to be such, and who, being by me first duly sworn, acknowledged the said document to be their act and deed and that the facts therein stated are true.

Given under my hand and seal of office the day and year aforesaid.


MARIA R. FISCHETTI
Maria R. Fischetti, Notary Public

MARIA R. FISCHETTI
Notary Public, State of New York
No. 01F14914402
Qualified in Queens County
Certificate Filed in New York & Westchester County
Commission Expires March 21, 1996

ACCEPTANCE AS REGISTERED AGENT

OF

BLIMPIE TAMPA SHELL LEASING, INC.

FILED

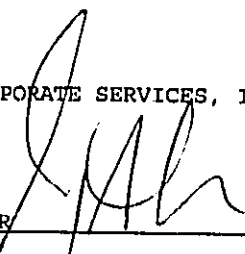
95 MAY -8 AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: May 5, 1995

UNITED CORPORATE SERVICES, INC.


RAY A. BARR

Ray A. Barr - President

Registered Office Address:

801 Northeast 167th Street - Suite 300
North Miami Beach, Florida 33162

P95000035719

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

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*****87.50 *****87.50

OFFICE USE ONLY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 OCT 10 AM 11: 26

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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(Corporation Name) (Document #) P95-35719

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

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<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

N. HENDRICKS OCT 11 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1995

CAPITOL SERVICES

TALLAHASSEE, FL

SUBJECT: BLIMPIE TAMPA SHELL LEASING, INC.
Ref. Number: P95000035719

We have received your document for BLIMPIE TAMPA SHELL LEASING, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a statement that the number of votes cast was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 095A00045776

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
BLIMPIE TAMPA SHELL LEASING, INC.

FILED
95 OCT 10 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President and Secretary of BLIMPIE TAMPA SHELL LEASING, INC., a Florida corporation, for the purpose of amending the Articles of Incorporation, do hereby certify:

FIRST: That the name of the corporation is:
BLIMPIE TAMPA SHELL LEASING, INC.

SECOND: That Article First of the corporation's Articles of Incorporation, which Article states the name of the corporation, has been amended so as to read, in full, as follows:

"FIRST: The name of the corporation is:


BLIMPIE CLEARWATER REALTY CORP."

THIRD: That the foregoing amendment was duly adopted at the Annual Meeting of Shareholders of the Corporation duly called and held on the *27th day of September, 1995* by the affirmative vote of the holders of a majority of the shares entitled to vote hereon. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, we hereto sign our names this


BLIMPIE TAMPA SHELL LEASING, INC.

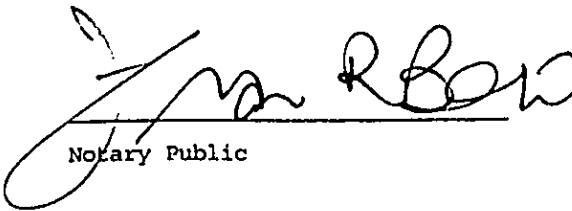
By David K. Siegel, President


By Charles Leanness, Secretary

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Be it remembered that on this 27th September 1995, personally came before me, a Notary Public in and for the County and State aforesaid, David Siegel and Charles Gans, parties to the foregoing document, known to me personally to be such, and acknowledged the said document to be their act and deed and that the facts therein stated are true.

Given under my hand and seal of office the day and year aforesaid.


Notary Public

FRAN R. BORIS
Notary Public, State of New York
No. 02805028087
Qualified in New York County
Commission Expires May 23, 1996