

P95000044868

DORAN, WALTERS, ROST, SELTER & WOLFE

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

THEODORE H. DORAN
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FIRST UNION TOWER
444 SEADRIERZK BOULEVARD
SUITE 800
DAYTONA BEACH, FLORIDA 32110

PLEASE REPLY TO:
POST OFFICE DRAWER 15110
DAYTONA BEACH, FLORIDA 32110
(904) 250-1111
FAX (904) 250-4000

OF COUNSEL
RONALD F. ANDRE* JR.
DAVID H. BLAUGHTER
*MEMBER OF FLORIDA BAR

May 22, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-06/02/95--01100--009
****122.50 ****122.50

RE: APOPKA BLIMPIE, INC.

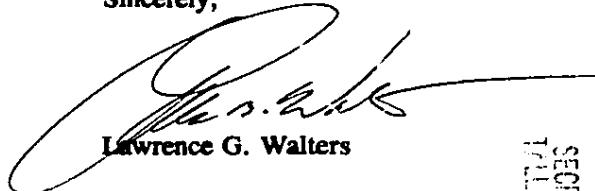
Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is this firm's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Thank you for your cooperation in this matter.

Sincerely,



Lawrence G. Walters

LGW/ars
Enclosures

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FILED
05 JUN -2 2012:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

46
6-12-95

ARTICLES OF INCORPORATION

OF

APOPKA BLIMPIE, INC.

FILED

95 JUN -2 AM 12:00

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I. NAME

The name of this corporation shall be Apopka Blimpie, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 Common shares of stock at a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have

the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Hold Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be THREE

(3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Howard Kcay Edwards
2827 Ballard Avenue
Orlando, FL 32833-4037

Howard Kevin Edwards
2827 Ballard Avenue
Orlando, FL 32833-4037

Carol Edwards
2827 Ballard Avenue
Orlando, FL 32833-4037

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 2434 East Semoran Blvd., Apopka, Florida 32703.

The name of the individual who shall serve as this corporation's initial registered agent at the following address is: Lawrence G. Walters, Esquire, 444 Seabreeze Blvd., Suite 800, Daytona Beach, Florida 32118.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Lawrence G. Walters, Esquire, 444 Seabreeze Blvd., Suite 800, Daytona Beach, Florida 32118.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

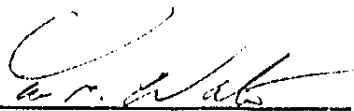
ARTICLE XII. MAILING ADDRESS

The mailing address of the Corporation is Post Office Box 15110, Daytona Beach, Florida 32115.



Lawrence G. Walters - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Apopka Blimpie, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Apopka Blimpie, Inc.

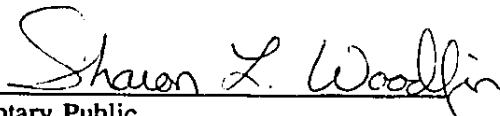


Lawrence G. Walters - Registered Agent

FILED
95 JUN -2 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

On May 31, 1995, Lawrence G. Walters, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of Apopka Blimpie, Inc.



Notary Public



SHARON L. WOODFIN
MY COMMISSION # CC 124284 EXPIRES
July 8, 1995
BONDED THRU TROY TAIN INSURANCE, INC.