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TO: DIVISION OF CORPORATIONS

DAMON, P.A.

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET

33401-0000

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

((H96000005785)))

OR P.A.

NAME: BLIMPIE WHITE CITY, INC.

FAX AUDIT NUMBER: H96000005785

DATE REQUESTED: 04/24/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 3

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1555 PALM BEACH LAKES BLVD

SUITE 1000

WEST PALM BEACH FL

CONTACT: STEVEN E KELLY

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04/24/96 11:46:26

**ARTICLES OF INCORPORATION
OF
BLIMPIE WHITE CITY, 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 this Corporation is: **BLIMPIE WHITE CITY, INC.**

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful act or activities for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - MAILING ADDRESS OF CORPORATION

The mailing address of the business is P.O. Box 572, Jupiter, Florida 33458 and the principal place of business of this Corporation is 5002 South U.S. Highway One, White City, Florida.

ARTICLE V - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 shares of common voting stock.

Prepared by: Michael J. Forner 1535 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401 Bar No: 525685

Fax Audit No: H96000008783

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's initial registered office in Florida is 1555 Palm Beach Lakes Blvd., Suite 1000, West Palm Beach, Florida 33401, and the name of its initial registered agent at that address is Michael J Posner, Esq.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Name	Address
Michael J Posner	1555 Palm Beach Lakes Blvd. Suite 1000 West Palm Beach, FL 33401

DATED this 24th day of April, 1996.


Michael J Posner
(Incorporator and Registered Agent)

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael J Posner, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State last aforesaid this 24th day of April, 1996.

Notary Public

Sign:

Print:

State of Florida at Large

My Commission Expires:

Prepared by: Michael J Posner 1555 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401 Bar No: 525685

Fax Audit No.: H96000005785



ELAINE GERMAN
MY COMMISSION # CC454491 EXPIRES
April 24, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT:

Having been named to accept service of process for BLIMPTE WHITE CITY, INC., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0305 Florida Statutes.

Date: April 24, 1996.


Michael J Posner

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TALLAHASSEE, FLORIDA

Prepared by: Michael J Posner 1555 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401 Bar No: 525685

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