

**SMITH  
SAUER  
DEMARIA  
& JOHNSON**  
ATTORNEYS AT LAW

September 17, 1996

*Cl. Thomas Smith  
Board Certified  
Real Estate Attorney*

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

RE: J Five, Inc.

Gentlemen:

Enclosed is the signed original and a copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a date-stamped copy to me as evidence of filing.

If you have any questions, please do not hesitate to contact us at (904) 434-2761.

Sincerely,

*Jennie E. Smith*  
Jennie E. Smith  
Legal Assistant to  
G. Thomas Smith

/js  
enclosures

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-23-96  
KR

ARTICLES OF INCORPORATION  
OF  
J FIVE, INC.

FILED  
25 SEP 20 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation, under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I-NAME**

The name of this corporation is J Five, Inc.

**ARTICLE II-DURATION**

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

**ARTICLE III-PURPOSE**

The general purposes for which the corporation is organized are:

(1) To establish, maintain, conduct, and operate the business of a sandwich shop; to prepare and sell foods and beverages of all kinds and to do all things incidental and necessary to the operations of a sandwich shop.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

**ARTICLE IV-CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

**ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation in the State of Florida is 510 East Zaragoza Street, Pensacola, Florida 32501. The name of the initial registered agent for the corporation at that address is G. Thomas Smith. The principal office of the corporation shall be 65 Baybridge Park, Gulf Breeze, Florida 32561.

**ARTICLE VI-INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is two (2). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jennifer D. Boulton	65 Baybridge Park Gulf Breeze, Florida 32561
Jeffrey D. Boulton	65 Baybridge Park Gulf Breeze, Florida 32561

**ARTICLES VII-INCORPORATOR**

The names and street addresses of the incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jeffrey D. Boulton	65 Baybridge Park Gulf Breeze, Florida 32561

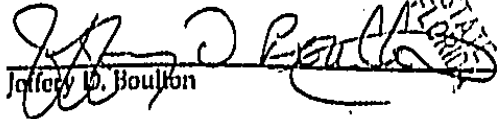
**ARTICLE VIII-BYLAWS**

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

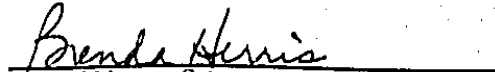
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 17<sup>th</sup> day of September, 1996.

  
Jeffery D. Boulton

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Jeffery D. Boulton, who ( ) is personally known to me or (X) produced a FL driver license as identification and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

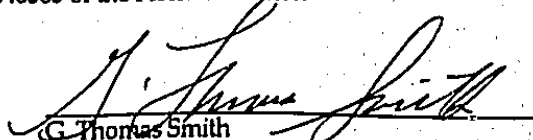
WITNESS my hand and official seal in the County, and State last aforesaid this 17<sup>th</sup> day of September, 1996.

  
Printed Name: BRENDA HARRIS  
Notary Public Stamp:

BRENDA HARRIS  
"Notary Public State of Florida"  
My Commission Expires June 16, 1997  
CC 295053

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of J Five, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.

  
G. Thomas Smith