

1201 HAYS STREET

800-342-8086

P96000086689



PRINTED NAME
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 125597 148198A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : October 18, 1996

ORDER TIME : 2:23 PM

ORDER NO. : 125597-005

EFFECTIVE DATE

10/13/96

CUSTOMER NO: 148198A

CUSTOMER: Maria Harms, Legal Assistant
SOCKOL & ASSOCIATES, P.A.

Plaza Tower, Suite 1406
111 Second Avenue Northeast
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: BLIMPIE-UNIVERSITY, INC.

EFFECTIVE DATE: 10-1-96

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

W-22288
Ke 10.21
10.21.96

FILED
55 OCT 19 PM 2:23
96 OCT 19 PM 4:02
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: BLIMPIE-UNIVERSITY, INC.
Ref. Number: W96000022288

RESUBMIT

Please give original
submission date as file date.

We have received your document for BLIMPIE-UNIVERSITY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 396A00048354

RECEIVED
95 OCT 21 PM 1:56
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

BLIMPIE-UNIVERSITY, INC.

ARTICLE I.

NAME

The name of this corporation is BLIMPIE-UNIVERSITY, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 2305 E. Fowler Avenue, Tampa, Florida 33612.

ARTICLE III.

PRINCIPAL OFFICE

The principal office of this corporation is 2305 E. Fowler Avenue, Tampa, Florida 33612, and the mailing address of this corporation is 2305 E. Fowler Avenue, Tampa, Florida 33612.

ARTICLE IV.

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of October 13, 1996.

FILED
\$600.16 FRI 3-20
TAMPA, FLORIDA

EFFECTIVE DATE
10-13-96

ARTICLE V.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE VI.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Andrea Lee, 2305 E. Fowler Avenue, Tampa, Florida 33612.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are Andrea Lee, 2305 E. Fowler Avenue, Tampa, Florida 33612.

ARTICLE IX.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are David J. Sockol, Esquire, 111 Second Avenue NE., Suite 1406, St. Petersburg, Florida 33701.

ARTICLE X.

AMENDMENT

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

ARTICLE XI.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act


by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XIII.

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

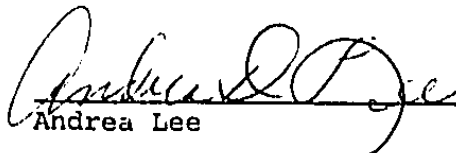
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 15 day of October, 1996.


David J. Sockol Esquire
INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 11th day of October, 1996.


Andrea Lee

FILED
56 OCT 16 PM 2:20
TALLAHASSEE, FLORIDA