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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
96 OCT 24 PM 12:26
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA

SUBJECT: BLIMPIE - FL# 085, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

600001985076--1
-10/24/96--01031--018
****122.50 ****122.50

FROM: David Krause
Name (printed or typed)

717 Dewberry Drive
Address

Jacksonville, FL 32259
City, State & Zip

904-287-5600
Daytime Telephone number

OCT 28 1996

NOTE: Please provide the original and one copy of the articles.

204
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ARTICLES OF INCORPORATION
OF
BLIMPIE - FL # 085, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of the corporation is: Blimpie - FL# 085, Inc.

ARTICLE II
CAPITAL STOCK

The maximum number of shares which this Corporation shall have authority to issue is 50,000 common shares. Common shares shall have a par value of \$1.00. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

ARTICLE III
BUSINESS PURPOSE

The general nature of the business to be transacted is all lawful business, including the authority to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description: that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV
INCORPORATOR

The name and address of the incorporator is:

David Krause

717 Dewberry Drive
Jacksonville, FL 32259

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 717 Dewberry Drive, Jacksonville, FL 32259. The name of the initial registered agent of this Corporation at that address is: David Krause

ARTICLE VI
PRINCIPAL OFFICE

The address of the principle office of this Corporation shall be 717 Dowberry Drive,
Jacksonville, FL 32269.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on October 15, 1996


David Krause, incorporator.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **Blimple - FL # 085, Inc.**
2. The name and address of the registered agent and office is:

**David Krause
717 Dowborry Drive
Jacksonville, FL 32259**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

10/15/96
Date