

Attn: ~~Diana Calaway~~
PA6000091767

Dear Mr. Calaway

Could you please send me
a fictitious name application as
we discussed on the phone 11/4/96.

Thanks

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-11/06/96--01103--001
*****70.00 *****70.00

Bill Cusberg
3478 Lenox Mill Rd.
Tallahassee, FL
32308

FILED
96 NOV - 6 AM 8: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AB 11/8

TRANSMITTAL LETTER

FILED
96 NOV -6 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM:

Name of corporation:

Blimpie of Magnolia Dr. Corporation

Street address of the corporation

3478 Lenox Mill Rd., Tallahassee, FL 32308

DEAR CORPORATIONS DIVISION:

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certified check or money order in the amount of \$ for filing fees.

A certified copy 7 is ~~is~~ not requested.

If a certified copy is requested, the additional fee in the amount of \$ is enclosed.

Please send responses or receipts concerning this filing to the above address.
Thank you very much.

Date: 11/1/96

Name of Incorporator: William Crusberg

Signature of Incorporator:



ARTICLES OF INCORPORATION
of
Blimpie of Magnolia Dr. Corporation

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96 NOV -6 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:

Blimpie of Magnolia Dr. Corporation

Article 2. The principal place of business and mailing address of this corporation is:

3478 Lenox Mill Rd., Tallahassee, FL 32308

Article 3. The corporation is authorized to issue one class of stock, that being shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

William Crusberg 3478 Lenox Mill Rd., Tallahassee, FL 32308

Article 5. The name and street address of the incorporator of this corporation is:

William Crusberg 3478 Lenox Mill Rd., Tallahassee, FL 32308

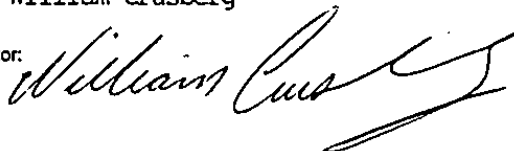
Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date: 11/1/96

Name of Incorporator: William Crusberg

Signature of Incorporator:



**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Name William Crusberg

Street address

3478 Lenox Mill Rd.

Tallahassee, FL 32308

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TALLAHASSEE, FLORIDA

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this 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 of registered agent:



Date of signature:

11/4/96