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LAW OFFICE  
JAMES L. PENDLAND, JR.  
Telephone: (904) 454-3114  
FACSIMILE: (904) 454-7496

Delivery Address:  
1025-5 N. Main Street  
High Springs, FL 32643

Mailing Address:  
Post Office Box 1560  
High Springs, FL 32655-1560

January 27, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-01/28/97--01133--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of Karen's Olde Fashioned Sandwich Shoppe, Inc.

Dear Sir/Madam:

Enclosed for recording please find the Articles of Incorporation and the Registered Agent Designation of Karen's Olde Fashioned Sandwich Shoppe, Inc. Also included is our check in the amount of \$70.00 to cover the cost of your fees.

We do not require a certified copy.

Please mail certificate of incorporation to the above address.

Thank you for your attention to this matter.

Sincerely,

Ginger D. Travers  
Secretary to  
JAMES L. PENDLAND, JR.

JLPJr/gdt

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 28 AM 9:18

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ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 28 AM 9:18

**KAREN'S OLDE FASHIONED SANDWICH SHOPPE, INC.**

The undersigned, for the purpose of becoming a Corporation for profit under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME: The name of the Corporation shall be:

KAREN'S OLDE FASHIONED SANDWICH SHOPPE, INC.

ARTICLE II

ADDRESS: The initial post office address of the principal office of the corporation in the State of Florida shall be 615 Santa Fe Blvd., High Springs, FL 32643. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

NATURE OF BUSINESS: This corporation is organized for the purpose of performing any lawful business under the laws of the United States of America and the State of Florida, including, but not limited to the following:

- a) To engage in the food and restaurant business and all other lawful activities incidental or related thereto.

b) To buy or otherwise acquire, own, hold, mortgage, improve or otherwise utilize, mortgage, lease, subdivide, sell or otherwise dispose of, and to exchange, deal, and trade in real estate, improved or unimproved, and any and all improvements connected therewith, and in land or any interest therein, for its own account as principal or for account of others a broker, agent or otherwise, and to erect, construct, repair, improve and maintain houses, stores and other buildings of all kinds upon and to dedicate parks, streets and right-of-ways and establish restrictions upon, and to drain, grade, fill, excavate, landscape or otherwise improve the property of the Corporation or in which it may be interested, and to engage generally in the construction and building business.

(c) To manufacture, purchase or otherwise acquire, own, franchise, lease, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with personal services, goods, wares and merchandise and real and personal property of every class and description.

(d) To purchase or otherwise acquire, construct, manufacture, make and fabricate, and to hold, own, use, manage, repair, improve and utilize, and to sell, pledge, hypothecate, mortgage. lease, transfer and otherwise dispose of, and to export, import, trade and deal in and with goods, wares, merchandise and personal property of every character and description, as principal agent or broker, and to carry on a general mercantile and commercial business in any part of the world.

(e) To serve as manager, consultant, representative, agent or advisor for other persons, associations, corporations, partnerships and firms.

(f) To acquire by subscription, purchase or otherwise, to hold for investment or re-sale, to mortgage, pledge, hypothecate, and to sell or otherwise dispose of, and in all ways to deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and notes, mortgages and other obligations of individuals, and investment securities and chooses in action generally, with power to issue its own securities in exchange therefor to the extent permitted by the Corporation laws of the State of Florida; and to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things equitable and proper for the protection, conservation and enhancement of value of any securities, chooses in action, properties or investments held by it; and to possess and exercise, in respect to any thereof, all the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting power thereon with respect thereto.

(g) Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes,

debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to execute, issue, sell and dispose of bonds, notes, debentures and other obligations of the Corporation from time to time for any of its objects and purposes, without or with security and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise.

(h) To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of the corporation, bonds or otherwise, or by undertaking the whole or part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(i) To aid by loan, subsidy, guaranty or in any other manner whatsoever, any corporation, firm, syndicate, association or individual to the extent that the Board of Directors may deem advisable to promote the business, interest and purposes of the Corporation, and any Corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; and to do any and all other acts or things toward the preservation, protection,

improvement or enhancement in value of any stocks, bonds, securities or other obligations, and to do any or all such acts or things designed to accomplish any such purpose.

(j) To employ its surplus earnings or accumulated profits from time to time as its Board of Directors may determine, to purchase or otherwise dispose of or turn to account, as its Board of Directors may from time to time determine the stocks, bonds, debentures or other securities of this Corporation, to the extent permitted by law.

(k) To enter into, make, perform and carry out contracts for any lawful purpose pertaining to the business of the Corporation, without limit as to amount, with any person, firm, syndicate, committee, association or corporation, or municipal or governmental board, body, bureau, authority or agency, domestic or foreign, now or hereafter to be organized.

(l) To have one or more offices and to carry on its operations and to transact its business and promote its objects and purposes within the State of Florida or elsewhere, either alone or with other companies, firms or individuals, without restriction as to place or amount, and to have, use, exercise and enjoy all the general powers of like corporations; and to do all and every act or acts, thing or things, necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, or incidental or pertaining to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be

consistent with the laws under which this Corporation is organized.

IN GENERAL, and in connection with the foregoing, this Corporation has been organized for the purpose of conducting any and all lawful business for which corporations of a like nature may be organized under the laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers and purposes of the Corporations, and none of the clauses contained in this Article shall be in any way limited and restricted by reference to the terms of any clauses, objects or purposes set forth in this Article, or in any other Article hereof, but that objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

#### ARTICLE IV

CAPITAL STOCK; The amount of the authorized capital stock of the Corporation, being the maximum number and the classes of shares of stock that the Corporation is authorized to have outstanding at any one time, shall be Five Thousand (5,000) shares of common voting stock, having a par value of One Dollar (\$1.00) per share. All stock issued shall be fully paid and non-assessable. Any of such stock may be passed and sold in whole or fractional shares. There shall be included in the Bylaws of the Corporation provisions recognizing preemptive rights of stockholders and limitations of issue and transfer of stock in violation of rights or agreements of the stockholders.

The stockholders may include in their agreements among themselves, or with the Corporation, limitations on the transferability and agreements for preemptive rights of purchase with reference to such stock, or any part thereof, whether issued or to be issued, or options for purchase in the event of sale or pledge of stock issued by the Corporation.

#### ARTICLE V

INITIAL CAPITAL: The amount of the capital with which this Corporation will begin business shall not be less than the sum of One Thousand (\$ 1,000.00) Dollars.

#### ARTICLE VI

EXISTENCE: The Corporation shall have perpetual existence.

#### ARTICLE VII

DIRECTORS: Initially, this corporation shall have two (2) directors; provided, however, that the number of directors may be increased from time to time to not more than seven (7) in accordance with the Bylaws of the Corporation as shall from time to time be in force and effect.

INITIAL DIRECTORS: The name and post office address of the initial Directors who shall, subject to the provisions of the Bylaws and these Articles of Incorporation, hold office until the first annual meeting of the stockholders of the Corporation or until their successors are elected and have qualified, are:

CHARLES R. SANDERS  
14101 NW 214th Terrace

and

PATRICIA C. SANDERS  
14101 NW 214th Terrace



Alachua, Florida 32615

Alachua, Florida 32615

INCORPORATOR; The name and post office address of the incorporator of these Articles of Incorporation is:

PATRICIA C. SANDERS  
14101 NW 214th Terrace  
Alachua, Florida 32615

#### ARTICLE VIII

SUBSCRIBERS: The names and post office addresses of the subscribers to the stock of this corporation shall be issued to initially, and a statement of the number of shares of stock which they have agreed to take and the value of the consideration to be paid is as follows:

<u>NAME/ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Charles R. Sanders and Patricia C. Sanders, Husband and Wife, JTROS 14101 214th Terrace Alachua, FL 32615	500	\$1,000.00

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this Corporation is 615 NE Santa Fe Blvd., High springs, FL 32643; the initial registered agent of the Corporation at that address is PATRICIA C. SANDERS.

#### ARTICLE IX

PREEMPTIVE RIGHTS: Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the

issuance of fractional shares) at the price which is offered to others.

#### ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS: The Corporation shall indemnify any officer or director, or any former officers or directors, to the full extent permitted by law.

#### ARTICLE XI

CONDUCT OF AFFAIRS OF CORPORATION: In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

(a) Subject to such restrictions, if any, as are herein expressed and such restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(b) Authorized shares of the capital stock of the Corporation shall be issued only for a consideration having a value in the judgment of the Board of Directors at least equivalent to the full par value of such par value stock. nothing herein contained shall, however, restrict the issuance of

any such stock by the Corporation for a consideration of more than the par value of said stock.

(c) The initial Bylaws may be adopted by the incorporators hereto. Such Bylaws may be amended, altered or repealed only by the stockholders of the Corporation by affirmative vote of the holders of a majority of the common stock outstanding and entitled to be voted. No such Bylaws shall be in conflict with the provisions of the Articles of Incorporation or of any outstanding prior agreements of the stockholders which appear of record in the minute book or other records of the Corporation.

(d) The Corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

(e) At all elections of directors, each holder of common stock shall be entitled to as many votes as shall equal the number of his shares of common stock multiplied by the number of directors to be elected, and he may cast all of such votes, in person or by proxy, for a single director or distribute them among the number to be voted for, or any two or more of the number to be voted, as he may see fit.

(f) No contract or other transaction between the corporation and any other firm, association or Corporation shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in or is a

member, director or officer or are members, directors or officers of such other firm or corporation and may director or directors individually or jointly may be a part or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association or Corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interest in such contract, act or transaction or in any way connected with such person, firm, association or Corporation, and each is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or herself, or any firm, association or corporation in which he or she may be interested.

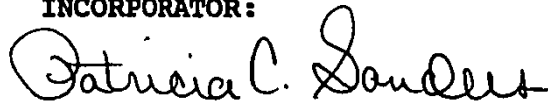
#### ARTICLE XII

AMENDMENTS: The Corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the stockholders herein are granted subject to this reservation. Every such amendment shall be approved by the holders of at least a majority of the outstanding capital stock.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set her hand and seal this 27th day of January, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes, subscribes, acknowledges and

files in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.

INCORPORATOR:



PATRICIA C. SANDERS

STATE OF FLORIDA  
COUNTY OF ALACHUA

THE FOREGOING Articles of Incorporation were acknowledged before me this 27th day of January, 1997 by PATRICIA C. SANDERS, who is personally known to me.

  
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED AND THE NAMES AND ADDRESSES OF THE  
OFFICERS AND DIRECTORS

The following is submitted in compliance with Chapter 607.037,  
Florida Statutes:

KAREN'S OLDE FASHIONED SANDWICH SHOPPE, INC. a Corporation  
organized under the laws of the State of Florida, with its  
principal office located at:

615 Santa Fe Blvd. High Springs, Florida 32643

has named PATRICIA C. SANDERS of 615 Santa Fe Blvd., High  
Springs, Fl. 32643, as its agent to accept service of process  
within the State.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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<u>NEWLY ELECTED OFFICERS:</u>	<u>TITLE</u>	<u>ADDRESS</u>
Charles R. Sanders	President/Treas.	14101 NW 214th Terr. Alachua, FL 32515
Patricia C. Sanders	V. Pres./Sec.	14101 NW 214th Terr. Alachua, FL 32615

<u>NEWLY APPOINTED DIRECTORS:</u>	<u>ADDRESS</u>
Charles R. Sanders	
Patricia C. Sanders	Same as Above

Sanders, President

By: Patricia C. Sanders  
Patricia C. Sanders, V/Pres.

I hereby agree, as Registered Agent, to accept service of  
process, to keep the office open during prescribed hours, and to  
post my name in some conspicuous place in the office, as required  
by law.

Patricia C. Sanders  
Patricia C. Sanders  
Registered Agent