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97 JAN 29 AM 10: 56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Office Use Only

1-27-97

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. SWIFT SOUP AND SANDWICHES, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PK 1/28/97

**ARTICLE OF INCORPORATION  
OF  
SWIFT SOUP AND SANDWICHES, INC.**

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97 JAN 29 AM 10:56

The undersigned incorporator, a natural person competent to execute this contract, hereby forms a corporation for profit under the General Business Corporation Act and other laws of the State of Florida.

**ARTICLE I-NAME OF CORPORATION**

The name of this corporation is **SWIFT SOUP AND SANDWICHES, INC.**

**ARTICLE II-PRINCIPAL PLACE OF BUSINESS**

The initial street address of the principal place of business of the corporation shall be: 5636 Swift Rd, Sarasota, Florida 34231.

**ARTICLE III-DURATION**

This Corporation shall have perpetual existence, commencing on the date of signing of these Articles.

**ARTICLE IV-GENERAL PURPOSE AND BUSINESS**

The general nature of the business to be transacted by this corporation is:

To establish, maintain, conduct and operate restaurants of every kind, nature and description; to purchase, buy, sell, store, distribute and otherwise generally deal in any and all articles of food, food products, dairy products, wines, liquors, beverages of all kinds, both at wholesale and retail and to do all things necessary or required in connection with the conduct of a restaurant business.

To buy, sell, exchange, and generally deal in real property, improved and unimproved of every class and description; to sell, buy, mortgage, lease or otherwise acquire or dispose of any real property and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real property and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, giving or taking evidence of indebtedness and securing the payment thereof by mortgage, trust deed, pledge, or otherwise; to enter into contracts to buy or otherwise acquire for the purpose of holding or disposing of the same, involving real property of every kind and description; to rent or lease, office building, rental apartments, condominium units, or any other improved real property of any kind or nature whatsoever, and in connection therewith to enter into contracts with rental or leasing agents.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate assets of any other instruments to secure the payment of corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of

Florida or any other state of government and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under the laws of the United States and of this State.

#### **ARTICLE V-CAPITAL STOCK**

This corporation is authorized to issue and have outstanding at any one time one hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, designated as "Common Shares". Common Stock of this corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

#### **ARTICLE VI-CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be not less than ONE HUNDRED DOLLARS (\$100.00).

#### **ARTICLE VII-INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office and registered agent of the Corporation are: CRAIG VAL ZALANKA, 5636 Swift Rd, Sarasota, Florida, 34231.

#### **ARTICLE VIII-INITIAL BOARD OF DIRECTORS**

The initial number of Directors of this Corporation shall be one (1). The names and addresses of the initial Director(s) of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Craig Zalanka	2231 Lockwood Meadows St Sarasota, Florida 34234

Directors may be removed from office as provided in the Bylaws.

#### **ARTICLE IX-OFFICERS**

The bylaws of the Corporation shall provide for certain officers and the duties of all officers and prescribe the time and manner of their election. The initial officers of the Corporation shall be:

<u>NAME</u>	<u>TITLE</u>
Craig Zalanka	President, Treasurer
Lisa Marie Leitch	Secretary

#### **ARTICLE X-BYLAWS**

The Bylaws of the Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors, as provided in the Bylaws.

#### **ARTICLE XI-INCORPORATOR**

The name and address of the person signing these Articles is:  
Lisa Marie Leitch, 2118 6th St, Sarasota, Florida 34234.

#### **ARTICLE XII-INDEMNIFICATION**

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which her or she may become involved by reason of his or her employment, or by reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not her or she is a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

#### **ARTICLE XIII-AMENDMENT**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

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ARTICLE XIV-COMMENCEMENT OF CORPORATE EXISTENCE JAN 29 AM 10:56

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida. TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set my hand and seal this 27th day of January, 1997.

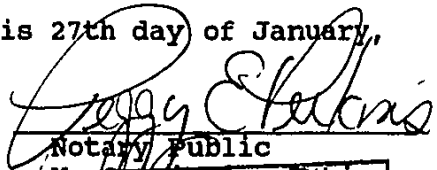
  
Lisa Marie Leitch

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared LISA MARIE LEITCH, to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

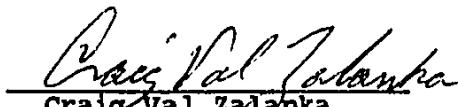
WITNESS my hand and official seal this 27th day of January, 1997.

  
Notary Public

My Commission Expires:  
PEGGY E PERKINS  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC514237  
MY COMMISSION EXP. DEC. 9, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Craig Val Zalanka  
Registered Agent