

P 97-0-000 27895

GREGORY H. FISHER  
ATTORNEY AT LAW

5520 FIRST AVENUE NORTH  
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TELEPHONE: 813-344-5520  
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March 20, 1997

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-03/24/97--01141--014  
\*\*\*\*122.50 \*\*\*\*122.50

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

RE: Sub Club, Inc.

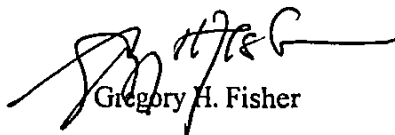
Dear Gentlemen:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Articles of Incorporation;  
Check in the amount of \$122.50;

If satisfactory, please furnish this office with one certified copy of the Articles of Incorporation. Thank you for your assistance in this matter.

Sincerely,

  
Gregory H. Fisher

GHF:ah  
Enclosure  
sosltr.frm

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SUB CLUB, INC.

ARTICLE I

NAME

The name of this corporation is SUB CLUB, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and of this state.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have at any one time is 500 shares of one class of voting stock, each share of which shall have a par value of \$1.00 per share.

ARTICLE V

ADDRESS

The initial registered office of this corporation is 2050 16th Street North, St. Petersburg, Florida 33713. The principal office and the name of the initial registered agent at such address is Jerry Frystak, Jr. The principal office of the corporation is 2050 16th Street North, St. Petersburg, Florida 33713.

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ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation shall begin business shall be \$500.00.

ARTICLE VII

DIRECTORS AND OFFICERS

The number of directors of the corporation shall be one in number which may be increased by vote of the shareholders but shall never be less than one nor more than one. The name and address of each person who is to serve as a member of the Board of Directors and/or an officer and the number of shares subscribed by each, as set forth by their respective names, and who shall serve during the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

President/Director/Secretary: Jerry A. Frystak, Jr. 500 shares

ARTICLE VIII

SUBSCRIBERS

The names and address of the incorporator of this corporation is as follows:

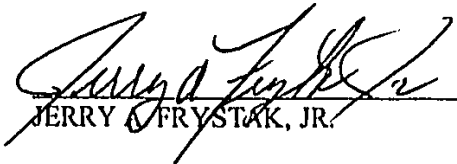
Jerry A. Frystak, Jr.  
13510 Ridgeland Drive  
Seminole, Florida 33776-2603

ARTICLE IX

BY-LAWS

The by-laws of the corporation may be amended by a vote of the holders of two-thirds of the outstanding shares of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 18 day of MARCH, A.D., 1997.

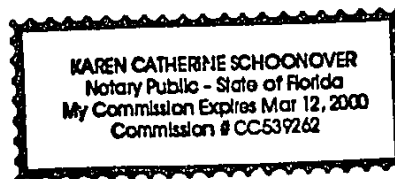
  
JERRY A. FRYSTAK, JR.

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before my personally appeared JERRY A. FRYSTAK, JR., who produced the following type of identification: \_\_\_\_\_, or to me well known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 18 day of March, A.D., 1997.

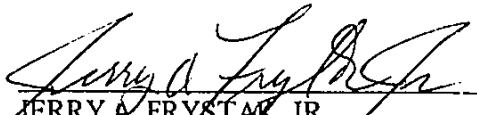
Karen Catherine Schoonover  
Notary Public  
State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
WHICH SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

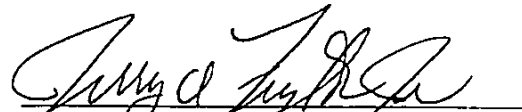
In Pursuance of Chapter 48.091, Florida Statute, the following is submitted in compliance with said Act:

That SUB CLUB, INC., Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of St. Petersburg, County of Pinellas, State of Florida has named Jerry A. Frystak, Jr., 2050 16th Street North, City of St. Petersburg, County of Pinellas, State of Florida, as its agent to accept process within this state.

  
JERRY A. FRYSTAK, JR.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
JERRY A. FRYSTAK, JR.

subclub.pld

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