

P970000070526

Norris, Koberlein & Anderson, P.A.

ATTORNEYS AT LAW
CNB NATIONAL BANK BUILDING
201 N. MARION STREET - SUITE 301
P.O. DRAWER 2349
LAKE CITY, FL 32056-2349

JOHN E. NORRIS
FREDERICK L. KOBERLEIN*
EDDIE M. ANDERSON
GUY W. NORRIS

TEL: (904) 752-7240
FAX: (904) 752-1577
*CERTIFIED CIRCUIT COURT MEDIATOR

August 12, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32302

Re: The Sandwich Shoppe, Inc.

000002266710--9
-08/14/97--01038--008
****122.50 ****122.50

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above captioned corporation. Also enclosed is a check in the amount of \$122.50 to cover the following:

| | |
|---|--------------|
| Filing Fee (Articles of Incorporation) | \$ 35.00 |
| Filing Fee (Registered Agent Designation) | 35.00 |
| Certified Copy of Articles | <u>52.50</u> |
| | \$122.50 |

If you find the enclosed in proper form, we would appreciate your approving, filing the same and returning the certified copy to this office at your earliest convenience. We have enclosed for your convenience a self-addressed stamped envelope.

Thank you for your courtesies.

Sincerely yours,

Eddie Anderson
Sy. Michelle Vaughn
Eddie M. Anderson
Signed in his absence
to avoid delay.

EMA:mv
Enclosures
cc: Cheryl Spradley

AL AUG 14 1997

FILED
97 AUG 14 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE SANDWICH SHOPPE, INC.

FILED
97 AUG 14 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida General Corporation Act.

ARTICLE I. NAME

The name of the corporation is THE SANDWICH SHOPPE, INC.

ARTICLE II. DURATION

The duration of this corporation is perpetual.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock or treasury stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 2001 Country Club Road, Lake City, Florida 32025, and the name of its initial registered agent at such address is CHERYL F. SPRADLEY. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law. The mailing address of the principal office of the corporation is 2001 Country Club Road, Lake City, Florida 32025.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, such member to hold office until her successor has been duly elected and qualified. The name and street address of the initial director is:

| <u>Name</u> | <u>Street Address</u> |
|--------------------|--|
| Cheryl F. Spradley | 2001 Country Club Road Lake City, Florida 32025 |

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

| <u>Name</u> | <u>Street Address</u> |
|--------------------|--|
| Cheryl F. Spradley | 2001 Country Club Road Lake City, Florida 32025 |

ARTICLE IX. TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on transfer or alienation of the shares of stock of this corporation.

ARTICLE X. BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors; provided, however, that By-Laws adopted by the Board of Directors may be altered, amended or repealed by the shareholders entitled to vote thereon. New By-Laws may be adopted, altered, amended, or repealed by a vote of the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of this corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

Cheryl F. Spradley
CHERYL F. SPRADLEY

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 12th day of August, 1997, by CHERYL F. SPRADLEY, who is personally known to me or who has produced A/A as identification.



Michelle Vaughn
Notary Public

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

First, that THE SANDWICH SHOPPE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Incorporation in the City of Lake City, County of Columbia, State of Florida, has named CHERYL F. SPRADLEY, whose address is 2001 Country Club Road, Lake City, Florida 32025, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

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


CHERYL F. SPRADLEY

FILED
97 AUG 14 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA