

**COLLIER & COFFIELD**

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ATTORNEYS AT LAW

P. COLLEEN COFFIELD  
ADMITTED IN FLORIDA AND LOUISIANA

BRUCE CLAYTON COLLIER  
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(850) 654-5284  
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October 3, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-10/06/97--01016--004  
\*\*\*\*122.50 \*\*\*\*122.50

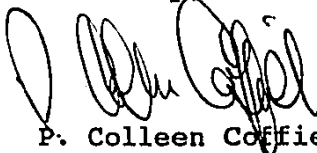
RE: Seagrove Subs & Salads, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$122.50

FROM: Collier & Coffield, Attorneys at Law  
127 Highway 98 East, 3A  
Destin, Florida 32541  
(850) 654-5284

Please return the certified copy of the articles to the above address. If you have any questions, please let me know.

Sincerely,

  
P. Colleen Coffield

P. Colleen Coffield

FILED  
97 OCT -6 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DMC  
10/7/97

**ARTICLES OF INCORPORATION  
OF  
SEAGROVE SUBS & SALADS, INC.**

**FILED**  
97 OCT -6 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**Article I - Name**

The name of this corporation is SEAGROVE SUBS & SALADS, INC.

**Article II - Duration**

This corporation shall exist perpetually, commencing upon filing.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV - Address**

The principal place of business and the mailing address of this corporation is:

4935 E. County Road 30-A  
Santa Rosa Beach, Florida 32459

**Article V - Capital Stock**

The number of shares of stock that this corporation is

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

Becky A. Burkhart-Smith      7 Newcastle Court  
Niceville, Florida 32578

#### **Article X - By-Laws**

The power to adopt, alter, amend or repeal By-Laws  
shall be vested in the Board of Directors and the Shareholders.

#### **Article XI - Indemnification**

This corporation shall indemnify any officer or  
director or any former officer or director, to the full extent  
permitted by law.

#### **Article XII - Amendment**

This corporation reserves the right to amend or repeal  
any provisions contained in these articles of incorporation.

#### **Article XIII - Restriction on Transferability of Stock**

The shares held by the shareholders of this corporation  
may not be resold or otherwise transferred to any other person  
unless such shares are first offered to the remaining  
shareholders of the corporation, or to the corporation. The  
price and terms of which, and the time within which such shares  
may be offered and sold, shall be further specified in the By-  
Laws of this corporation.

authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00 per share.

#### **Article VI - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the price at which it is offered to others.

#### **Article VII - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 7 Newcastle Court, Niceville, Florida 32578 and the name of the initial registered agent of this corporation at that address is Becky A. Burkhart-Smith.

#### **Article VIII - Directors**

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. Directors of this corporation may be removed only for cause. The names and addresses of the initial directors of this corporation are:

Becky A. Burkhart-Smith	7 Newcastle Court
	Niceville, Florida 32578

Katherine S. Hasbrouck	292 Seabreeze Circle
	Panama City Beach, Florida 32413

#### **Article IX - Incorporator**

**Article XIV - Affiliated Transactions**

This corporation elects to opt out of Florida Statute 607.0901, the affiliated transaction statute. The provisions of Florida Statute 607.0901 will not apply to this corporation.

The undersigned has executed these Articles of Incorporation this 29th day of September, 1997.

Becky A. Burkhart-Smith  
Becky A. Burkhart-Smith, Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

97 OCT -6 AM 9:51

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Seagrove Subs & Salads, Inc.

2. The name and address of the registered agent and office is:

Becky A. Burkhardt-Smith 7 Newcastle Court  
Niceville, Florida 32578

Signature Becky A. Burkhardt-Smith  
Becky A. Burkhardt-Smith, Director

Date 29 September 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 Becky A. Burkhardt-Smith

Date 29 September 1997