

P 97000 102500

**Kropp Financial Services, Inc.**

2516 NW 43rd Street  
Gainesville, FL 32606  
(352) 373-0170 (352) 372-2060 FAX

Licensed Real Estate Broker  
Licensed Mortgage Broker  
Life Insurance & Annuity Products

Jeffrey N. Kropp, President

000002361710--3  
-12/03/97--01025--008  
\*\*\*\*122.50 \*\*\*\*122.50

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

Gentlemen:

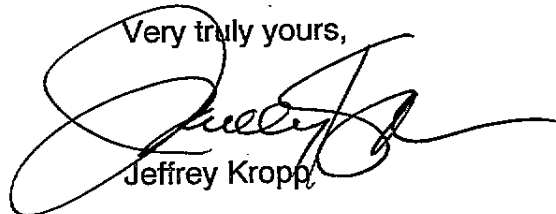
Enclosed are the Articles of Incorporation for **Davenport Subs, Inc.**  
together with a check in the amount of \$122.50 to cover the following filing fees:

Corporation filing fee	\$ 35.00
Registered Agent Certificate	35.00
Certification	52.50
<b>TOTAL</b>	<b>\$122.50</b>

FILED  
97DEC-3 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your prompt attention to this filing.

Very truly yours,

  
Jeffrey Kropp

JNK/amk

F. CHESSEY DEC 5 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**DAVENPORT SUBS, INC.**

FILED  
91 DEC -3 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLES I. NAME**

The name of the corporation shall be:

**DAVENPORT SUBS, INC.**

The principal place of business of this corporation shall be 4000 Newberry Road; Suite A, Gainesville, FL 32605.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 4000 Newberry Road; Suite A, Gainesville, FL 32605 and the name of the initial registered agent of the corporation at that address is Aaron Davenport.

## **ARTICLE V. BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time, by the By Laws.

The names and addresses of the persons who are to serve as Directors until their successor or successors are elected and have qualified are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Aaron Davenport	619 NE 6 <sup>th</sup> Avenue Gainesville, FL 32601

## **ARTICLE VI. BY-LAWS**

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

## **ARTICLE VII. TERM OF EXISTENCE**

The corporation is to exist perpetually.

## **ARTICLE VIII. PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the kind, class or 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 IX. SPECIAL PROVISION**

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as an "S" Corporation.

## **ARTICLE X. OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are;

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Aaron Davenport President & Secretary	619 NE 6th Avenue Gainesville, FL 32601

## **ARTICLE XI. INCORPORATOR**

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

**Aaron Davenport  
619 NE 6<sup>th</sup> Avenue  
Gainesville, FL 32601**

## **ARTICLE XIII. AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment at two regularly scheduled meetings.

#### ARTICLE XIV. DISSOLUTION

In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.

**IN WITNESS WHEREOF**, I, the undersigned subscribing incorporator, has hereunto set my hand and seal this 1st day of December, 1997 for the purpose of forming this corporation.

  
\_\_\_\_\_  
Aaron Davenport

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
Aaron Davenport

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC -3 AM 8:21

FILED