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W. BRANTLEY BRANNON

(1907-1985)

CLARENCE E. BROWN

(1911-1997)

WILLIAM J. HALEY
THOMAS W. BROWN
BRUCE W. ROBINSON
STEPHEN C. BULLOCK
ROBERT E. CASE, JR.
JAIME AUSTRICH
DAVID M. ROBERTSON

February 24, 1998

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

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*****78.75 *****78.75

Re: Flightline Pizza & Subs of Lake City, Inc.

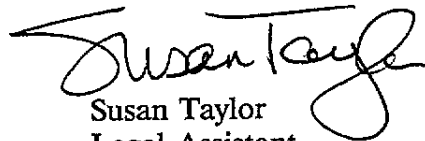
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent in the above-referenced corporation, along with a check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Corporate Status Certificate	8.75

If you find the enclosed in proper form, please file the original and return a copy to me along with the Corporate Status Certificate.

Sincerely,


Susan Taylor
Legal Assistant

st
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 27 AM 11:42

3-2-98
WS

ARTICLES OF INCORPORATION
OF
FLIGHTLINE PIZZA & SUBS OF LAKE CITY, INC.

FILED
SECRETARY OF CORPORATIONS
98 FEB 27 AM 11:42

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be: **FLIGHTLINE PIZZA & SUBS OF LAKE CITY, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **820 South Marion Street, Lake City, Florida 32055.**

ARTICLE III. DURATION

The duration of this corporation is perpetual.

ARTICLE IV. 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 V. CAPITAL STOCK

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 5,000 shares having a par value of \$1.00 per share.

ARTICLE VI. 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 already holds, shall have the

right to purchase his 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 VII. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is William J. Haley, 10 North Columbia Street, Lake City, Florida 32055. This office shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

Edward J. Auerbach
3002 NW 30th Terrace
Gainesville, Florida

William J. Haley, Esq.
10 North Columbia Street
Lake City, Florida 32055

Thomas J. Haley
3060 North Columbia Street
Milledgeville, Georgia 30160

Thereafter, the number of Directors may be increased or decreased from time to time, by amendment to, or in the manner provided in, the Bylaws, but shall never be less than one (1).

ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:
William J. Haley, 10 N. Columbia Street, Lake City, Florida 32055.

ARTICLE X. TRANSFER OF SHARES

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

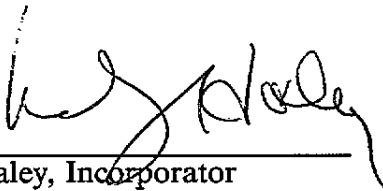
ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal the Bylaws of this corporation shall be vested in the Board of Directors; provided, however, that Bylaws adopted by the Board of Directors may be altered, amended or repealed by the shareholders entitled to vote thereon. New Bylaws may be adopted, altered, amended, or repealed by a vote of the shareholders, and the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors. The Bylaws 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 XII. 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.



William J. Haley, Incorporator

STATE OF FLORIDA
COUNTY OF COLUMBIA

BEFORE ME, the undersigned authority, on this 24th day of February, 1998, personally appeared William J. Haley, who is personally known, the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he

executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Susan Taylor



Susan Taylor
MY COMMISSION # CC581563 EXPIRES
November 30, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

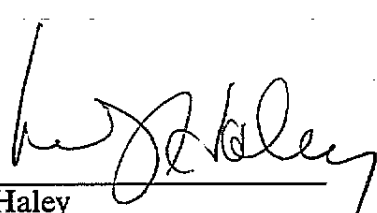
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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: **FLIGHTLINE PIZZA & SUBS OF LAKE CITY, INC.**

2. The name and address of the registered agent and office is: William J. Haley, 10 North Columbia Street, Lake City, Florida 32055.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.



William J. Haley
Registered Agent

Dated: February 24, 1998

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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