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**SMITH  
SAUER  
& DEMARIA**

**ATTORNEYS AT LAW**

*G. Thomas Smith  
Board Certified  
Real Estate Attorney*

July 21, 1998

Secretary of State  
Corporate Records Division  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: J Five, Inc.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a date-stamped copy to me as evidence of filing.

Your time and attention to this matter are greatly appreciated and if you have any questions, please do not hesitate to contact me at (850) 434-2761.

Sincerely,

*Gloria Heckman*

Gloria Heckman  
Legal Assistant to  
G. Thomas Smith

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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enclosures

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7-30-98

**SMITH  
SAUER  
& DEMARIA**

**ATTORNEYS AT LAW**

July 29, 1998

*G. Thomas Smith  
Board Certified  
Real Estate Attorney*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Corporate Records Division  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301  
ATTN.: Michele Milligan

RE: J Five, Inc.

Dear Michele:

Pursuant to our telephone conversation enclosed please find the Affidavit relative to the new incorporation for the above. If you have any questions, please do not hesitate to contact us at (850) 434-2761.

Sincerely,

*Gloria Heckman*

Gloria Heckman  
Legal Assistant to  
G. Thomas Smith

/gh  
enclosure

Prepared by and return to:  
G. THOMAS SMITH, Esquire  
510 East Zaragoza Street  
Pensacola, Florida 32501

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TALLAHASSEE, FLORIDA

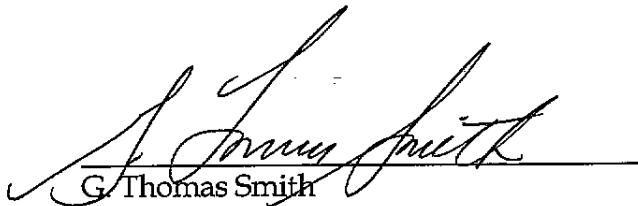
AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared G. Thomas Smith, who after being by me duly sworn, deposes and says that:

1. Affiant states that he was Registered Agent for J Five, Inc., which was incorporated on September 20, 1996 and has now been administratively dissolved.
2. Affiant states that he has no intention of filing for reinstatement of J Five, Inc.
3. Affiant further states that he hereby releases the name: J Five, Inc.
4. Affiant is familiar with the nature of an oath and with the penalties provided by the laws of the State for falsely swearing to statements made in an instrument of this nature.

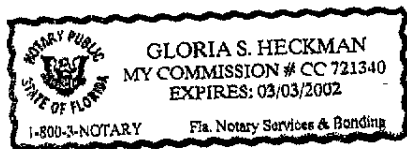
FURTHER AFFIANT SAITH NOT.


  
G. Thomas Smith

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

SWORN TO AND SUBSCRIBED TO before me, the undersigned notary public, by G. Thomas Smith, on this the 29<sup>th</sup> day of July, 1998. He ( ) is personally known to me or ( ) produced \_\_\_\_\_ as identification.

NOTARY STAMP:



  
NOTARY PUBLIC  
Printed Name: \_\_\_\_\_

**ARTICLES OF INCORPORATION**

**OF**

**J FIVE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I-NAME**

The name of this corporation is J Five, Inc.

**ARTICLE II-DURATION**

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

**ARTICLE III-PURPOSE**

The general purposes for which the corporation is organized are:

(1) To establish, maintain, conduct and operate the business of a sandwich shop; to prepare and sell foods and beverages of all kinds and to do all things incidental and necessary to the operations of a sandwich shop.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this

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TALLAHASSEE, FLORIDA

corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

#### **ARTICLE IV-CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of 1.00 par value common stock.

#### **ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation in the State of Florida is 510 E. Zaragoza Street, Pensacola, Florida 32501. The name of the initial registered agent for the corporation at that address is G. Thomas Smith. The principal office of the corporation shall be 65 Baybridge Parkway, Gulf Breeze, Florida 32561.

#### **ARTICLE VI-INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

NAME

STREET ADDRESS

G. Thomas Smith

510 E. Zaragoza Street, Pensacola, FL 32501

**ARTICLES VII-INCORPORATORS**

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

NAME

STREET ADDRESS

G. Thomas Smith

510 E. Zaragoza Street, Pensacola, FL 32501

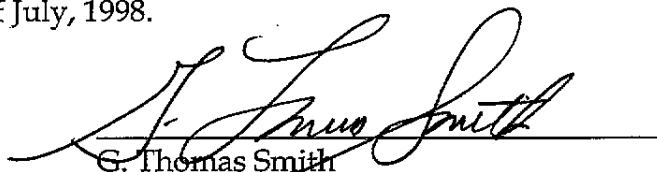
**ARTICLE VIII-BYLAWS**

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX-AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

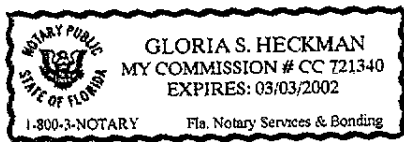
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 21st day of July, 1998.

  
G. Thomas Smith

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared G. Thomas Smith, who ✓ is personally known to me or        produced a        as identification and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 21<sup>st</sup> day of July, 1998.



Gloria S. Heckman

Printed Name: \_\_\_\_\_

Notary Public Stamp: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of J Five, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.

G Thomas Smith

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TALLAHASSEE, FLORIDA