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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : BURKE AND BLUE, P.A.
Account Number : 072100000111
Phone : (850) 769-1414
Fax Number : (850) 784-0857

FLORIDA PROFIT CORPORATION OR P.A.

C & D, INC.

Certificate of Status	1
Certified Copy	0
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ARTICLES OF INCORPORATION
OF
PANHANDLE BLIMPIE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. Name. The name of this corporation (the "Corporation") shall be:

PANHANDLE BLIMPIE, INC.

2. Purpose. This Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

3. Stock. The capital stock of this Corporation shall consist of one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. Term. This Corporation shall have a perpetual existence.

5. Address. The mailing address of this Corporation is 1004 Harrison Avenue, Panama City, Florida 32401. M. Todd Burke, 221 McKenzie Avenue, Panama City, Florida 32401, is hereby designated as resident agent for this Corporation.

6. Existence. The date when the corporate existence of this Corporation shall begin is at the time of subscription and acknowledgment of these Articles of Incorporation, that is April 29, 1999.

7. Number of Directors. This Corporation shall initially have two (2) directors, but the By-Laws of this Corporation may

M. Todd Burke Bar# 152048
Burke & Blue, P.A.
P.O. Box 70
Panama City, Florida 32402
850-769-1414

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provide for such increase in the number thereof as is authorized by law.

8. Directors. The name and street address of the two (2) Board of Directors is as follows:

<u>Name</u>	<u>Street Address</u>
David Olmstead	1004 Harrison Avenue Panama City, FL 32401
Craig Hicks	1004 Harrison Avenue Panama City, FL 32401

9. Subscriber. The name and street address of the subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
M. Todd Burke	221 McKenzie Avenue Panama City, FL 32401

10. Officers. The officers of this Corporation shall be a President and Secretary and such other offices or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 29TH day of April, 1999, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.

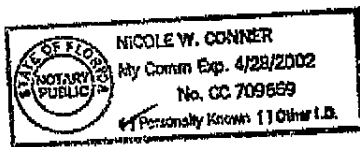

M. TODD BURKE

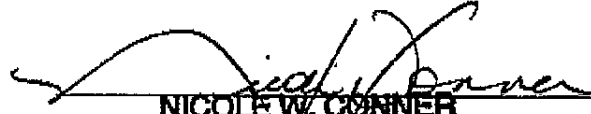
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STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 29th day of April, 1999, by M. Todd Burke, who is personally known to me.

(SEAL)





NICOLE W. CONNER
(Print Name)

Notary Public
Serial # _____
My Commission Expires: _____

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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that PANHANDLE BLIMPIE, INC. desiring to organize under the laws of the State of Florida, with a mailing address as indicated in the Articles of Incorporation of 1004 Harrison Avenue, Panama City, County of Bay, State of Florida 32401, has named M. Todd Burke located at 221 McKenzie Avenue, Panama City, County of Bay, State of Florida 32401, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


M. TODD BURKE

(Resident Agent)

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