

Bodzin & Golub, P.C.

ATTORNEYS AT LAW

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P99000048991

May 24, 1999

Via FedEx

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-05/26/99--01085--005
*****78.75 *****78.75

Re: Blimpies of Panama, Inc.

Dear Sir or Madam:

We are enclosing two executed originals of the Articles of Incorporation of the above-referenced corporation. Also enclosed is a check for \$78.75. Please have the Articles filed of record and return the certified copy of the filed Articles to us as promptly as possible.

If you have any questions about this submission, please call the undersigned at (202) 785-8887 between the hours of 9:00 am and 5:00 p.m. Thank you.

Sincerely yours,

Patricia K. Porter

Patricia K. Porter
Office Coordinator

/pp

Enclosures

cc: Dr. John M. Gooding

Stephen A. Bodzin, Esq.

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FILED
99 MAY 26 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 01 1999

Articles of Incorporation

of

Blimpies of Panama, Inc.

99 MAY 26 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TO: The Secretary of State for the State of Florida,
Tallahassee, Florida

The undersigned subscribes to these Articles of Incorporation, being a natural person of full legal age, and hereby presents these Articles for the formation of a Corporation under Title XXXV, Chapter 607, of the Florida Statutes.

Article I

NAME

The name of the Corporation is "Blimpies of Panama, Inc."
[hereinafter the "Corporation."]

Article II

DURATION

The period of duration of the Corporation will be perpetual.

Article III

NATURE OF BUSINESS

The purposes for which the Corporation is organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, are as follows:

To own and operate one or more restaurant or retail food service establishments.

To acquire, own, lease, operate and dispose of any and all types of equipment and otherwise acquire, own, lease and deal in or with real and personal property, securities and investments of every kind, nature and description.

To conduct the business mentioned within and without the State of Florida, and to buy, own, mortgage, grant, bargain, sell and convey real and personal property, necessary or convenient for carrying on business of the nature specified herein.

To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects therein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

To acquire, and pay for in cash, stock or bonds, of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of licenses and privileges, inventions, improvements, and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

To have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized under the Florida General Corporation Act.

The foregoing objects and purposes shall, except when otherwise specified, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

Article IV

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of Common

Stock having a par value of One Dollar (\$1.00) per share, such common stock being all of one class and bearing one vote per share which vote shall be noncumulative.

Article V

SHAREHOLDER RIGHTS

The Board of Directors of the Corporation is hereby expressly granted full authority to fix and determine the preferences, qualifications, limitations, restrictions, and special and relative rights of the shares issued in accordance with the laws of the State of Florida by resolution.

Article VI

REGULATION OF INTERNAL AFFAIRS

The provisions for the regulation of the internal affairs of the Corporation are by duly adopted By-Laws.

Article VII

ADDRESS AND REGISTERED AGENT

The name of the initial registered agent of the Corporation and the address of the initial registered office of the Corporation are:

John M. Gooding
507 East 3rd Street
Panama City, Florida 32401

The address where the Corporation conducts its principal business is:

507 East 3rd Street
Panama City, Florida 32401

Article VIII

DIRECTORS

The number of Directors constituting the Board of Directors of the Corporation shall be three (3) as set forth in the By-Laws of the Corporation. The name and address of each person who is to serve as an initial Director until the first annual meeting of

shareholders or until his successor is elected and shall qualify is:

John M. Gooding
507 East 3rd Street
Panama City, Florida 32401

David Olmstead
2873 Tupelo Drive
Panama City, Florida 32405

Craig Hicks
2605 Bay Tree Court
Panama City, Florida 32405

At the first annual meeting of shareholders, the number of persons who shall be elected to serve as Directors shall be determined in accordance with the By-Laws of the Corporation. The number of Directors may be increased or decreased from time to time as provided in the Corporation's By-Laws.

Article IX

CONTRACTS

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of, such other corporation; and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract or other transaction of this Corporation with any person, firm, or corporation shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm, or corporation; and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

Article X

INDEMNIFICATION

Each Director and Officer or former Director or Officer of the Corporation, or any person who may have served at the request

of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor (including in each case their respective executors and administrators), shall be indemnified by the Corporation against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a Director or Officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been fully adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or Officer. In the event of a settlement, the indemnification shall be made only upon approval by the court having jurisdiction or upon determination by the Board of Directors that such settlement was (or, if still to be made, is) in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of general counsel of the Corporation, if such counsel is not involved therein (or, if involved then on the advice of independent counsel). The right of indemnification hereby provided shall be in addition to any other rights to which any Director or Officer may be entitled.

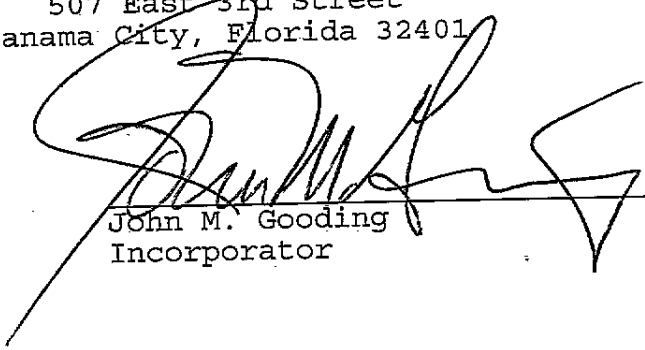
Article XI

INCORPORATOR

The name and address of the incorporator is:

John M. Gooding
507 East 3rd Street
Panama City, Florida 32401

Dated: 5/22/99



John M. Gooding
Incorporator

[SEAL]

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this 21 day of May, 1999,
before me personally appeared John M. Gooding, who is personally
known to me or who has produced the identification identified
below, who is the person described in and who executed the
foregoing instrument, and who after being duly sworn says that
the execution hereof is his free act and deed for the uses and
purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me the undersigned Notary
Public by my hand and official seal, the day and year last
aforesaid.

☒ To me personally known
Identified by Driver's License Number _____
Issued by the State of _____

Linda M. Hurst
Notary Public
Typed Name Linda M. Hurst
My Commission Expires:
Commission No.:
State of FL



ACKNOWLEDGMENT BY REGISTERED AGENT

John M. Gooding having been named in the Articles of Incorporation to accept service of process for Blimpies of Panama, Inc., at the place designated herein hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida Corporation Act relevant to keeping open said office.

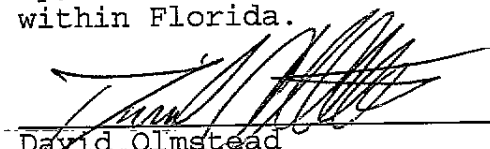

John M. Gooding

**Certificate Designating Place of Business or Domicile
for the Service of Process within Florida
Naming Agent upon whom Process may be Served**

In Compliance with Section 607.034, Florida Statutes, the following is submitted:

Blimpies of Panama, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 507 East 3rd Street, Panama City, Bay County, Florida 32401, has named John M. Gooding, whose address is 507 East 3rd Street, Panama City, Florida 32401, as its agent to accept service of process within Florida.

Dated: 5-20-99


David Olmstead
President

FILED
99 MAY 26 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Dated: 5/20/99


John M. Gooding