POSOOOG 57844

ATTORNEYS AND COUNSELORS AT LAW

THE TIDEWATER BUILDING

HUGH PAUL NUCKOLLS RARL L. JOHNSON W. GUS BELCHER, II MAILING ADDRESS: P. O. DRAWER 2199 FORT MYERS, FLORIDA 33902-2199

SUITE 303 1375 JACKSON STREET FORT MYERS, FLORIDA 33901 (941) 334-3400

July 22, 1999

200002941162--4 -07/26/99--01089--020 ******70.00 ******70.00

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Incorporation of Whiskey Creek Subway, Inc.

Gentlemen:

Enclosed please find the original and two copies of the Articles of Incorporation for Whiskey Creek Subway, Inc. for filing. Also enclosed is my check in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Registered Agent Fee. I do not desire a certified copy of the Articles.

After the Articles have been filed, please return to me a copy stamped with the date of filing on same. I have enclosed a self-addressed, stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

Karl J. Johnson (d)

KARL L. JOHNSON

KLJ/cl

Enclosures: as stated

K99.1g:Fun.L

99 JUL 26 AMII: 06
SECRETARY OF STATE

FILED

ARTICLES OF INCORPORATION

99 JUL 26 AM II: 06

SECRETARY OF STATE TALLAHASSEE FLORIDA

OF

WHISKEY CREEK SUBWAY, INC.

The undersigned Incorporators to these Articles of Incorporation are natural persons, competent to contract and hereby form a corporation for profit under the Laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is WHISKEY CREEK SUBWAY, INC.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation may engage in any activity or business permitted under the Laws of the United States and the State of Florida.

ARTICLE IV

SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock, each share having a par value of One Dollar (\$1.00), per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE V

AMOUNT OF CAPITAL

The amount of capital with which this Corporation will begin business is One Thousand Dollars (\$1,000.00).

ARTICLE VI

INITIAL STREET ADDRESS

The initial street address of the principal office of this Corporation is 11401 McGregor Boulevard, Fort Myers, Florida 33919. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 303, 1375 Jackson Street, Fort Myers, Florida 33901. The name of the initial Registered Agent at said address is KARL L. JOHNSON.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation will have two Directors initially. number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

CHARLES R. FUNDERMARK 11401 McGregor Boulevard Fort Myers, Florida 33919 Fort Myers, Florida 33919

IRENE H. FUNDERMARK 11401 McGregor Boulevard

ARTICLE IX

INCORPORATORS

The names and addresses of the Incorporators signing these Articles of Incorporation are:

CHARLES R. FUNDERMARK 11401 McGregor Boulevard Fort Myers, Florida 33919

IRENE H. FUNDERMARK 11401 McGregor Boulevard Fort Myers, Florida 33919

ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon approval by the Secretary of the State of Florida.

ARTICLE XI

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's Meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporators have set their hands and seals, and acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 22^{hd} day of July, 1999.

HARLES R. FUNDERMARK, Incorporator

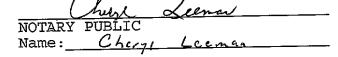
IRENE H. FUNDERMARK, Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared CHARLES R. FUNDERMARK and IRENE H. FUNDERMARK, who are personally known to me or who have produced as identification, and who did take an oath, and who have acknowledged before me that they have read and executed the foregoing instrument for the purposes therein expressed.

witness my hand and official seal this <u>22 hd</u> day of July, 1999.

My commission expires:





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

Pursuant to Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Fort Myers, County of Lee, State of Florida, has named KARL L. JOHNSON, located at Suite 303, 1375 Jackson Street, Fort Myers, Florida 33901, as its Registered Agent to accept service of process within the 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 to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 22 nd day of July, 1999.

KARL L. JOHNSON Registered Agent

99 JUL 26 AM II: 06
SECRETARY OF STATE