

W. Ray Fortner
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August 30, 1999

Post Office Box 326
Lakeland, Florida 33802

PRIORITY MAIL

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

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****166.25 ****166.25

Re: J & J SUBS, INC.

Dear Madam:

Enclosed herewith please find the following:

1. Original and one copy of Articles of Incorporation for J & J SUBS, INC.;
2. Resident Agent's Certificate;
3. This firm's check in the amount of \$166.25 to cover the cost of the following:

Filing Fee -	\$ 35.00
Designation and	
Acceptance of Resident	
Agent -	35.00
Resident Agent	
Certificate	8.75
Certified Copy of	
Articles with Certificate	
Under Seal	87.50
TOTAL	\$ 166.25

Thank you for your attention to this matter.

Sincerely,

W. Ray Fortner
W. RAY FORTNER
By: Marie A. Holton
Legal Assistant

FILED
99 SEP -2 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRF/mah
Enc.

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ARTICLES OF INCORPORATION

OF

J & J SUBS, INC.

FILED
99 SEP -2 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby associate themselves together for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, with and under the following Articles of Incorporation.

ARTICLE I.

The name of this corporation shall be: J & J SUBS, INC. and its principal place of business shall be at 2101 S. Combee Road, City of Lakeland, in the County of Polk, and State of Florida 33801.

The name of the initial Resident Agent of this corporation is JOYCE C. MADDAS and whose address is: 4820 S. Pipkin Road, Lakeland, Florida 33811.

ARTICLE II.

The general nature of the business to be transacted and which the corporation is authorized to transact, in addition to any lawful purpose authorized by the laws of the State of Florida and the powers granted by the State of Florida, shall be:

A. For the preparation of food and retail sale of food products of various kinds in addition to items normally sold in fast food restaurants;

B. Without on any particular limiting any of the objects or purposes or powers of the corporation, the business or purposes of the corporation shall be from time to time to do any one or more

or all of the acts and things herein set forth, and all such other acts, things and business or businesses in any manner connected therewith or necessary, incidental, convenient, or auxiliary thereto or calculated, directly or indirectly, to improve or promote the interest of the corporation, or enhance the value of, or render profitable any of its property or rights, as such corporation may lawfully do.

C. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation; and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE III.

The capital stock of this corporation shall be composed of ONE HUNDRED (100) shares at FIVE (\$5.00) Dollars each par value. The capital stock shall be sold, assigned, issued and transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time make, change, alter, with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due the holder of the same unto the corporation and which shall be a lien thereto superior to all other liens and claims of every character; and all assignments or transfers of stock of this corporation and which shall be subject thereto.

ARTICLE IV.

The corporation shall begin business with a paid-in-capital

of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00) and the subscriber hereby agrees to take the amount hereinafter set forth after his/her name.

ARTICLE V.

The corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VI.

The principal place of business of this corporation shall be 2101 S. Combee Road, Lakeland, County of Polk, State of Florida 33801; and its mailing address shall be 2101 S. Combee Road, Lakeland, Florida 33801.

ARTICLE VII.

The number of Directors of this corporation shall not be less than two (2), nor more than five (5).

ARTICLE VIII.

The names and addresses of the Directors of this corporation subject to the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES M. MADDAS	4820 S. Pipkin Road Lakeland, FL 33811
JOYCE C. MADDAS	4820 S. Pipkin Road Lakeland, FL 33811

ARTICLE IX.

The names and addresses of the first officers of the corporation to hold office until new officers shall be elected are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JAMES M. MADDAS	President	4820 S. Pipkin Road Lakeland, FL 33811
JOYCE C. MADDAS	Vice President Secretary/Trea.	4820 S. Pipkin Road Lakeland, FL 33811

ARTICLE X

The names and addresses of the stockholders of the corporation and the number of shares which each agrees to take are as follows:


<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
JAMES M. MADDAS	4820 S. Pipkin Road Lakeland, FL 33811	50
JOYCE C. MADDAS	4820 S. Pipkin Road Lakeland, FL 33811	50

ARTICLE XI

The name and address of the Subscriber of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES M. MADDAS	4820 S. Pipkin Road Lakeland, FL 33811

IN WITNESS WHEREOF, the subscriber has signed these Articles of Incorporation in his name and affixed his seal thereon this the 30th day of August, 1999.

 (SEAL)
JAMES M. MADDAS

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

FILED
99 SEP -2 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That J & J SUBS, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 2101 S. Combee Road, Lakeland, Florida 33801, and;

That JOYCE C. MADDAS, has been named as Resident Agent of said corporation, whose address is 4820 S. Pipkin Road, Lakeland, Florida 33811, and said Resident Agent shall accept service of process in the State of Florida.


JAMES M. MADDAS, President

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 provisions of all statutes relative to the proper and complete performance of my duties.


JOYCE C. MADDAS
Resident Agent