

P99000/01989

TRANSMITTAL LETTER

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

100003048471--0
-11/18/99--01046--009
***122.50 ***78.75

SUBJECT: SONSHINE SUBS, INC.

Enclosed please find an original and one(1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

James G. Hutchens, Jr., CPA
P.O. Box 889
Ponte Vedra Beach, Florida 32004-0889
(904) 280-1228

FILED
99 NOV 18 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FL

Note: Additional copy of articles is needed only when certified copy is requested.

11-23
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**ARTICLES OF INCORPORATION
OF
SONSHINE SUBS, INC.**

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
Sonshine Subs, Inc.

The principal place of business of this corporation shall be:
3501 N. Ponce De Leon Blvd.
St. Augustine, Florida 32084

ARTICLE II NATURE OF BUSINESS

The specific nature of business shall be:
Restaurant

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

5,000 shares at \$.50 par value

ARTICLE IV TERM OF EXISTANCE

The corporation is to exist perpetually.

ARTICLE V OFFICERS/DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

James D. Sewell
501 Pheasant Run Dr.
Ponte Vedra, Florida 32082

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TALLAHASSEE, FLORIDA

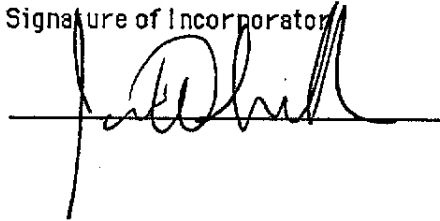
ARTICLE VI INCORPORATOR

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

James D. Sewell
501 Pheasant Run Dr..
Ponte Vedra, Florida 32082

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of November, 1999.

Signature of Incorporator



STATE OF FLORIDA

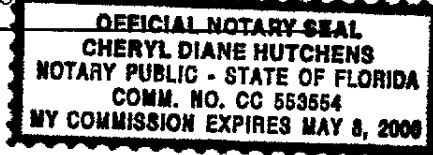
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged and sworn to before me this 16th day of November, 1999, by James D. Sewell of Sonshine Subs, Inc.

Notary Public



My Commission Expires



(SEAL)

ARTICLES OF INCORPORATION FILING FEE: \$ 35.00

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Sonshine Subs, Inc.
2. The name and address of the registered agent and office is

James G. Hutchens, Jr. CPA
106 Canal Blvd.
Ponte Vedra Beach, Florida 32082

Signature [Signature]
Title PRESIDENT
Date 11/16/99

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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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature [Signature]
Date 11/16/99

REGISTERED AGENT FILING FEE: \$ 35.00