

LAW OFFICES OF
COHN & MONIOUDIS, P.A.

SCOTT E. COHN
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PP9000094458

October 20, 1999

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

600003023976-2
-10/25/99--01103--009
122.50 *78.75

Re: SUBWAY 1199, INC.

Dear Sir or Madam:

Enclosed herewith please find one original and two copies of Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50, representing the fees for filing, obtaining a certified copy and registered agent designation.

Please have one of these copies stamped as received and returned to my office. A self-addressed postage stamped envelope is enclosed for your convenience. Should you have any questions with regard to this filing, please do not hesitate to call.

Very truly yours,

Perry D. Monioudis
Perry D. Monioudis

PDM/sal

Enclosures
cc: Tim Johnson

FILED
99 OCT 25 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN OCT 27 1999

ARTICLES OF INCORPORATION
OF
SUBWAY 1199, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this organization shall be SUBWAY 1199, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general purpose for which this corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida Business Corporations Act.

ARTICLE IV

AUTHORIZED SHARES

The total authorized capital stock of this corporation shall consist of 100 shares of Common Stock, par value \$0.01 per share.

ARTICLE V

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business shall be determined by the initial Board of Directors.

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE

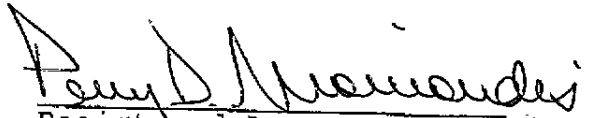
The address of the principal office of the Corporation is:

341 Beachwood Drive
Key Biscayne, Florida 33149

ARTICLE VII

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 315 S.E. 7th Street, Second Floor, Ft. Lauderdale, Florida 33301, and the initial registered agent of this Corporation at that address shall be Perry D. Monioudis, Esq., who, by his signature below accepts this designation.


Registered Agent

ARTICLE VIII

NUMBER OF DIRECTORS

This corporation shall have not less than one (1) director.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the

Board of Directors is:

NAME	ADDRESSES
STEVEN G. BRACKEN	341 BEACHWOOD DRIVE KEY BISCAVNE, FLORIDA 33149
TIMOTHY E. JOHNSON	11590 S.W. 94TH AVENUE MIAMI, FLORIDA 33176

ARTICLE X

INCORPORATOR

The names and street addresses of the person signing these Articles of Incorporation is:

NAME	ADDRESS
STEVEN G. BRACKEN	341 BEACHWOOD DRIVE KEY BISCAVNE, FLORIDA 33149
TIMOTHY E. JOHNSON	11590 S.W. 94TH AVENUE MIAMI, FLORIDA 33176

ARTICLE XI

AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII

INITIAL SHAREHOLDERS

The names and number of shares of the initial shareholders of this corporation are as follows:

STEVEN G. BRACKEN	50 SHARES
TIMOTHY E. JOHNSON	50 SHARES

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal,
this 20th day of October, 1999.

Steven G. Bracken
STEVEN G. BRACKEN
Timothy E. Johnson
TIMOTHY E. JOHNSON

STATE OF FLORIDA)
COUNTY OF Broward) SS:

The foregoing instrument was acknowledged before me this 20th
day of October, 1999, by STEVEN G. BRACKEN and TIMOTHY E.
JOHNSON, the Incorporator and who executed the foregoing Articles
of Incorporation, and who is personally known to me or who produced
_____ as identification and who did (did not) take
an oath.

NOTARY PUBLIC

Sign: Perry D. Monioudis

Print: PERRY D. MONILOUDIS

My Commission Expires:

(SEAL)

