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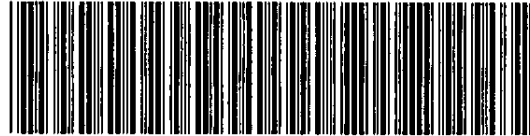
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 25 2016
A. BRUCE



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 19, 2016

DEBORAH MEAD
325 SUB WAY
MILFORD, CT 06461

SUBJECT: SUBWAY IP INC
Ref. Number: W16000003423

We have received your document for SUBWAY IP INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Deborah Bruce
Regulatory Specialist II

Letter Number: 116A00001120

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SUBWAY IP INC. FOREIGN QUALIFICATION IN FL
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:
Deborah Mead - Senior International Legal Assistant

Name of Person	
Franchise World Headquarters, LLC	
Firm/Company	
325 Sub Way	
Address	
Milford, CT 06461	
City/State and Zip code	
mead_d@subway.com	
E-mail address: (to be used for future annual report notification)	

For further information concerning this matter, please call:

Deborah Mead	800	888-4848 ext 1407
Name of Person	at () Area Code	Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
|--|---|--|---|

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SECRETARY OF STATE

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

SUBWAY IP INC.

1. _____
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. _____ 3. 81-0871988
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DELAWARE 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

December 14, 2015
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

700 SOUTH ROYAL POINCIANA BLVD STE 500 MIAMI SPRINGS, FL 33166
7. _____
(Principal office address)
325 SUB WAY, MILFORD, CT 06461

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CORPORATION SERVICE COMPANY
Office Address: 1201 HAYS ST.
TALLAHASSEE, Florida 32301
(City) (Zip code)

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TALLAHASSEE, FLORIDA

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Brandy Venohrich Asst VP 1-11-16
(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: JONATHAN C. DELUCA

Address: 700 SOUTH ROYAL POINCIANA BLVD STE 500

MIAMI SPRINGS, FL 33166

Director: CHRISTOPHER E. BUCK

Address: 325 SUB WAY

MILFORD, CT 06461

B. OFFICERS

President: SUZANNE V. GRECO

Address: 325 SUB WAY

MILFORD, CT 06461

Vice President: CYNTHIA M. EADIE VP - DAVID S. WORROLL

Address: 325 SUB WAY 325 SUB WAY

MILFORD, CT 06461 MILFORD, CT 06461

Secretary: JONATHAN C. DELUCA

Address: 700 SOUTH ROYAL POINCIANA BLVD STE 500, MIAMI SPRINGS, FL 33166

Treasurer: CHRISTOPHER E. BUCK

Address: 325 SUB WAY, MILFORD, CT 06461

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. DAVID S. WORROLL - VICE PRESIDENT

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE

SUBWAY IP INC.

Additional officers

Cynthia Eadie – Assistant Secretary

David Worroll – Assistant Treasurer

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TALLAHASSEE FLORIDA

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "SUBWAY IP INC." IS DULY INCORPORATED
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND
HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS
OFFICE SHOW, AS OF THE TWENTIETH DAY OF JANUARY, A.D. 2016.



Jeffrey W. Bullock, Secretary of State

5907576 8300

SR# 20160296369

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 201702010

Date: 01-20-16