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LAW OFFICES OF
COHN & MONIOUDIS, P.A.

SCOTT E. COHN
PERRY D. MONIOUDIS

315 S.E. 7TH STREET
SECOND FLOOR
FT. LAUDERDALE, FLORIDA 33301

TELEPHONE: (954) 523-8787
FAX: (954) 523-5543

April 24, 2000

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

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****125.00 ****125.00

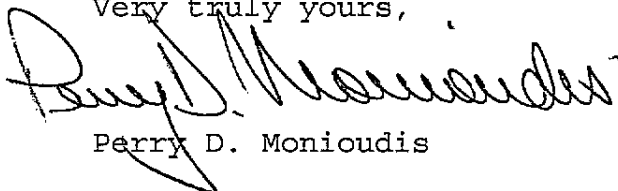
Re: SUBWAY 14742, L.L.C.

Dear Sir or Madam:

Enclosed herewith please find one original and two copies of Articles of Organization for the above referenced limited liability company, and a check in the amount of \$125.00, representing the fees for filing, 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

PDM/sal

Enclosures
cc: Subway 14742, L.L.C.

MJH

00 APR 27 PM 8:26

SUBWAY 14742, L.L.C
ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

00 APR 27 AM 9:26
DIVISION OF REVENUES
STATE OF FLORIDA

ARTICLE I - NAME

The name of the Limited Liability Company is Subway 14742, L.L.C.

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is:

Subway 14742, L.L.C.
9510 Bradshaw Lane
Tamarac, Florida 33321

ARTICLE III - DURATION

The period of duration for the Limited Liability company shall be perpetual.

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a Board of Managers (the "Board") and the names and addresses of the Board are:

Valencia Patrenda Harris

Shuffel P. Hepburn

c/o Subway 14742, L.L.C.
9510 Bradshaw Lane
Tamarac, Florida 33321

ARTICLE V - REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Limited Liability Company is:

Perry D. Monioudis, Esq.
Cohn & Monioudis, P.A.
315 S.E. 7th Street, Second Floor
Ft. Lauderdale, Florida 33301

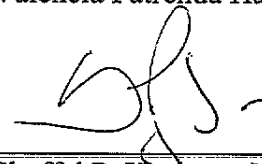
ARTICLE VI - MISCELLANEOUS

Additional members may be admitted to this Limited Liability Company upon the unanimous approval of all of the members of this Limited Liability Company, on such terms and conditions as may be approved by all of the members of this Limited Liability Company

The remaining members of this Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member.

SUBWAY 14742, L.L.C.


Valencia Patrenda Harris, Member


Shuffel P. Hepburn, Member

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Date: 4 - 24 -, 2000



Perry D. Monioudis, Esq.
Cohn & Monioudis, P.A.
Registered Agent