

L01000008988

Office of
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Also Admitted in Colorado

Fax (727) 461-5655

May 30, 2001

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

Re: Subway Florida, L.L.C.

500004338195--8
-06/01/01--01077--002
****155.00 ****155.00

Please find enclosed the Articles of Organization for the above limited liability company with a check in the amount of \$155.00 for the filing fee, designation of Registered Agent and a certified copy of the Articles.

Also enclosed is a copy of the articles to be returned to this office with the filing information and certification.

Thank you for your attention to this matter.

Very truly yours,

Stephanie A. Hall

Stephanie A. Hall
Legal Assistant

enc.

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01 JUN -1 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FL 32314

L01-8988
JR

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

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

ARTICLE II - Address:

The mailing address and street address of the principal office of Subway Florida, L.L.C. is 18916 Maisons Drive, Lutz, Florida 33549.

ARTICLE III - Duration:

The period of duration for Subway Florida, L.L.C. shall be perpetual.

ARTICLE IV - Registered Agent:

The name and street address of the company's initial Registered Agent in the State of Florida is :

Wayne D. Mucci
18916 Maisons Drive
Lutz, FL 33549

Said Registered Agent has simultaneously herewith executed a statement in writing prescribed by the Department of State accepting the appointment as a Registered Agent, which acceptance states that the Registered Agent is familiar with and accepts the obligations of that position.

ARTICLE V - Additional Members:

The Members may admit additional members to the company, provided the existing members have a right of first refusal to purchase any interest of an existing member and further provided that any additional members are subject to the terms and conditions of the Operating Agreement.

ARTICLE VI - Continuation of Business

Upon the death, retirement, resignation or expulsion of any member of the company, the business of the company shall continue, subject to the terms of the Operating Agreement.

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CLERK OF THE COURT
TAMPA, FLORIDA

ARTICLE VII - Management

The company is to be managed by its members, through one designated managing member whose name and address is as follows:

Wayne D. Mucci
18916 Maisons Drive
Lutz, FL 33549

Subway Florida, L.L.C.

By: Wayne D. Mucci
Wayne D. Mucci, managing member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Subway, Florida, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Wayne D. Mucci

(Name)

18916 Maisons Dr.

Florida street address (P.O. Box NOT ACCEPTABLE)

Lutz

FL

33549

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Wayne D. Mucci

(Signature)

✓ \$ 100.00 Filing Fee for Application
✓ \$ 25.00 Designation of Registered Agent
✓ \$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)