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J. GERARD CORREA, P.A.

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ATTORNEY AT LAW
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(727) 797-3058

jgcorrea1@earthlink.net

REPLY TO
ST. PETERSBURG



FAX (727) 576-8513

May 4, 2004

Secretary of State
Charter Division - Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: SUBWAYS BY STEVE-SAL, LLC

Dear Sirs and Ladies:

Enclosed herewith, in duplicate, are Articles of Organization for SUBWAYS BY STEVE-SAL, LLC. Enclosed is our check in the amount of \$155.00, covering the following fees:

Filing Fee for Articles of Organization	\$	100.00
Certified copy of Articles		30.00
Registered Agent Designation		25.00
Total	\$	155.00

Please send a certified copy of the Articles of Organization to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/sk
Enclosure

05 MAY -6 PM 2:14
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

FOR

SUBWAYS BY STEVE-SAL, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - Name

The name of this limited liability company shall be SUBWAYS BY STEVE-SAL, LLC.

ARTICLE II - Duration

The limited liability company shall have a perpetual existence.

ARTICLE III - Purpose and Powers

Except as restricted by these Articles of Organization, this limited liability company is organized to operate a restaurant for the general public and each and every other legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - Principal Office

The mailing address and the street address of this limited liability company shall be: 13032 Racetrack Road, Tampa, FL 33626.

ARTICLE V - Initial Registered Agent and Office

The initial registered agent for this limited liability company and the street address of the initial registered agent are: STEPHEN P. MILLER, 4524 Marchmont Blvd., Land O'Lakes, FL 34638.

ARTICLE VI - Additional Members

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII - Initial Manager

This limited liability company shall be managed by one or more managers in accordance with regulations adopted by a majority vote of the members. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial co-managers are as follows:

STEPHEN P. MILLER and SALLY A. MILLER, 4524 Marchmont Blvd., Land O'Lakes, FL 34638.

The initial co-managers shall serve until the first annual meeting of members or until his/her successor is elected and qualified or until his death or resignation.

ARTICLE VIII - Regulations

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

ARTICLE IX - Members' Right to Continue Business

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or any other event which terminates the membership of a member, have the right to continue the business of this limited liability

company subject to the approval by the unanimous vote of the remaining members; provided that there be at least be one member.

ARTICLE X - Amendment

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 30 day of April, 2005.

Stephen P. Miller
STEPHEN P. MILLER

Sally A. Miller
SALLY A. MILLER

Authorized Members

STATE OF FLORIDA

COUNTY OF PASCO

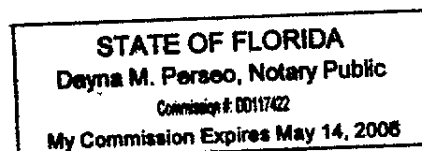
The foregoing instrument was acknowledged before me this 30th day of April, 2005, by STEPHEN P. MILLER and SALLY A. MILLER, who are personally known to me or who have produced driver's licenses as identification and who did take an oath.

NOTARY PUBLIC

Dayna M. Perseo
Sign

Dayna M. Perseo
Print

State of Florida at Large
My commission expires:



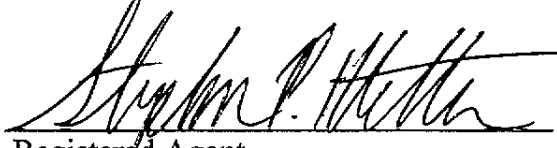
CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.414 or 608.507, SUBWAYS BY STEVE-SAL, LLC, 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 SUBWAYS BY STEVE-SAL, LLC.
2. The name and street address of the registered agent in Florida are:

STEPHEN P. MILLER
4524 Marchmont Blvd., Land O'Lakes, FL 34638

The undersigned, being the person named in the articles of organization of SUBWAYS BY STEVE-SAL, LLC, as the registered agent of this limited liability company, hereby consents to accept service of the process for the above-stated company at the place designated in the articles of the organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of the registered agent.


Registered Agent

FILED
TALLAHASSEE, FLORIDA
05 MAY -6 PM 2:14