

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000002500
FILED 8:00 AM
January 09, 2006
Sec. Of State
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Article I

The name of the Limited Liability Company is:

BAGINSKI VENTURES,LLC

Article II

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

1213 YACHTSMAN LANE
PUNTA GORDA, FL. US 33983

The mailing address of the Limited Liability Company is:

1213 YACHTSMAN LANE
PUNTA GORDA, FL. US 33983

Article III

The purpose for which this Limited Liability Company is organized is:

PARENT HOLDING COMPANY FOR QUIZNO'S FRANCHISES.

Article IV

The name and Florida street address of the registered agent is:

ANDREA BAGINSKI
1213 YACHTSMAN LANE
PUNTA GORDA, FL. 33983

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.

Registered Agent Signature: ANDREA BAGINSKI

Article V

The name and address of managing members/managers are:

Title: MGRM
ANDREA BAGINSKI
1213 YACHTSMAN LANE
PUNTA GORDA, FL. 33983 US

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Article VI

The effective date for this Limited Liability Company shall be:

01/06/2006

Signature of member or an authorized representative of a member

Signature: ANDREA L. BAGINSKI