

Nov. 8. 2006 4:30PM

No. 5783 Pag. 1 of 1

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From:

Account Name : TODD WATSON, ATTORNEY AT LAW
Account Number : I19990000260
Phone : (904)739-9747
Fax Number : (904)739-9748

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Frantz Enterprises, LLC

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H06000271540 3

ARTICLES OF ORGANIZATION

OF

FRANTZ ENTERPRISES, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Act, does hereby adopt the following Articles of Organization.

ARTICLE 1.0

The name of the Limited Liability Company shall be "Frantz Enterprises, LLC."

ARTICLE 2.0

The duration of the Limited Liability Company is perpetual.

ARTICLE 3.0

The primary purpose for which the Limited Liability Company is organized is to operate a Quizno's franchise and to engage in any legal business or investment activity as the Managers may from time to time determine.

ARTICLE 4.0

The location of the principal office of the Limited Liability Company located within the State of Florida shall be 7785 Baymeadows Way, Suite 107, Jacksonville, Florida 32256.

ARTICLE 5.0

The admission of new Members or transfer of any Interests in the Company shall be subject to the unanimous approval of the existing Members and Managers of the Limited Liability Company.

ARTICLE 6.0

The Limited Liability Company shall be managed by one or more Managers who may or may not be a Member of the Company and the name and address of the initial Managers are as follows:

Richard Frantz

3766 Tonbridge Place
Woodbridge, VA 22192

Pamela J. Frantz

3766 Tonbridge Place
Woodbridge, VA 22192

H06000271540 3

ARTICLE 7.0 COMPANY OR INTERESTS

The Company shall have authorized capital Interests and the Company is authorized to issue One Hundred Thousand (100,000) Interests. Such Interests shall be of a single class and have no par value \$.00/100 per Interest.

ARTICLE 8.0

A Member may withdraw its interest in the Company and receive a Distribution of its interest in the company only upon the affirmative unanimous vote of the Members of the Company, with each member voting in accordance with the percentage of Company interest owned by the Member and the affirmative unanimous vote of the Managers of the Company, each Manager possessing one (1) vote. Furthermore, a Member's interest in the Company shall not be terminated in the event the Member makes an assignment for the benefit of creditors, files a voluntary petition of bankruptcy; or any of the other events stated in Florida Statutes §608.4237, as amended, unless the termination is approved by the affirmative unanimous vote of the Members and the Managers of the Company, as provided in this Article.

ARTICLE 9.0

Except for distributions made for federal income tax purposes, the Company may make distributions to its Members only upon the unanimous vote or consent of the Managers.

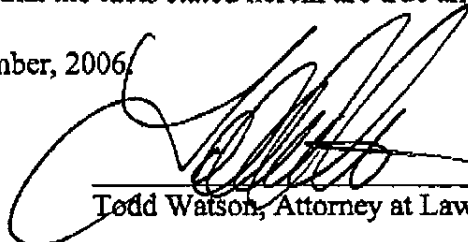
ARTICLE 10.0

Unless expressly prohibited by Florida law, the Company shall indemnify and hold harmless any Member or Manager from and against any and all claims and demands against such person whatsoever which relate in any manner to or arise from the activities of the Company or assets owned by the Company.

EXECUTION

Todd Watson, Attorney at Law, as the authorized representative of the Company, declares under penalties of perjury that the facts stated herein are true and correct.

Dated this 8th day of November, 2006.



Todd Watson, Attorney at Law

H06000271540 3

**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 that following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is Frantz Enterprises, LLC.
2. The name and the Florida street address of the registered agent are: Todd Watson, Attorney at Law, 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256.

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

Dated: November 8, 2006