

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

**L10000052482
FILED 8:00 AM
May 14, 2010
Sec. Of State
clewis**

Article I

The name of the Limited Liability Company is:

MIAMI SUBS MANAGEMENT AND OPERATING CO., LLC

Article II

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

6300 NW 31 AVENUE
FORT LAUDERDALE, FL. 33309

The mailing address of the Limited Liability Company is:

6300 NW 31 AVENUE
FORT LAUDERDALE, FL. 33309

Article III

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

TO MANAGE ALL MIAMI SUBS CORPORATE ENTITIES AND ITS
SUBSIDIARIES.

Article IV

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

BERNARD H VOGEL
6300 NW 31 AVENUE
FORT LAUDERDALE, FL. 33309

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: BERNARD H. VOGEL

Article V

The name and address of managing members/managers are:

Title: MGR
BERNARD H VOGEL
6300 NW 31 AVENUE
FORT LAUDERDALE, FL. 33309

Title: MGR
RICHARD CHWATT
6300 NW 31 AVENUE
FORT LAUDERDALE, FL. 33309

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Article VI

The effective date for this Limited Liability Company shall be:

05/10/2010

Signature of member or an authorized representative of a member

Signature: BERNARD H. VOGEL