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B. BOSTICK
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EXAMINER

CAPLAN LAW FIRM, P.A.

6260 Dupont Station Court, Suite C
Jacksonville, Florida 32217
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July 27, 2011

Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find the Articles of Organization o Quality 1st Subs, LLC along with the statement of registered agent and check for the appropriate fee.

Sincerely,



Howard A. Caplan

HAC/wp
enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
QUALITY 1ST SUBS, LLC

The undersigned organizer a natural person competent to contract, and authorized representative of the initial members hereof, hereby presents these Articles for the formation of a limited liability company under the Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I

The name of the Company is Quality 1st Subs, LLC.

ARTICLE II

The Company will exist perpetually.

ARTICLE III

The principal office, and the mailing address, of the Company initially will be at 11555 Central Parkway, Suite 901, Jacksonville, FL 32224. The principal office may be moved to any address that the members may choose, provided however that the principal office will be in the State of Florida.

ARTICLE IV

The registered office will be and the registered agent at that same address are:

Agent

Howard A. Caplan

Registered Office Address

6260 Dupont Station Court, Suite C
Jacksonville, FL 32217

ARTICLE V

Admission of new members will be as set forth in the Operating Agreement of the

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TALLAHASSEE, FLORIDA

Company.

ARTICLE VI

The death, incapacity, retirement, resignation, expulsion, bankruptcy, dissolution, or occurrence of any other event that terminates the continued membership of a member will not prevent the remaining members from continuing to operate the Company.

ARTICLE VII

The management of the Company is reserved to the members of the Company.
The managing member will be:

Name

Address

Lisa Lewis

11555 Central Parkway, Suite 901
Jacksonville, FL 32224.

ARTICLE VIII

The general nature of the business that will be transacted by the Company is operating as a Jersey Mike's franchisee.

ARTICLE IX

No contract or other transaction between this Company and any other company will be affected by the fact that any member of this Company is interested in or is a member of such other company. Every person who may become a member of this Company is hereby relieved from any liability that might otherwise exist from contracting with this Company for the benefit of himself or any firm, association, or company in which he may be interested in any way.

ARTICLE X

The Company will have the power to enter into, for the benefit of its employees, one

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or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a health insurance plan, or other retirement or incentive compensation plans. This Company will have the power to make loans, secured or unsecured, to its Members, providing said members are active participants in the operation of the Company.

ARTICLE XI

The Company will indemnify any and all persons who may serve or who have served at any time as member, manager, managing member, employee, or agent of the Company or at any time have served as member, manager, managing member, employee, or agent of another company in which the Company at such time owned an interest.

ARTICLE XII

The name and address of the organizer and person signing these Articles of Organization are:

Name

Address

Howard A. Caplan

6260 Dupont Station Court, Suite C
Jacksonville, FL 32217

IN WITNESS WHEREOF, the undersigned organizer has executed these Articles of Organization, this 27th day of July, 2011.


Howard A. Caplan

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

Having been named to accept service of process for the above stated company, at the place designated in the Articles of Organization to which this is attached, I accept to act in this capacity, and agree to comply with the provisions of law relative to the registered office.

Dated this 27th day of July, 2011.


Howard A. Caplan

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