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EXAMINER



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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Venice Island Subway, LLC

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Art of Inc. File _____

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Fictitious Name File _____

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Officer Search _____

Fictitious Search _____

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ARTICLES OF ORGANIZATION
FOR FLORIDA
LIMITED LIABILITY COMPANY

Each undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, does hereby certify as follows:

ARTICLE I - NAME

The name of the Limited Liability Company is: VENICE ISLAND SUBWAY, LLC ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2151 Wells Ave., Sarasota, FL 34232

ARTICLE III - DURATION

The existence of the Company shall commence upon the date of execution of this instrument, which shall be within five (5) business days prior to filing hereof. The period of duration for the Company shall be: perpetual.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name and street address of Company's registered agent and initial registered office in the state is:

ROBERT SMITHERS, 2151 Wells Ave., Sarasota, FL 34232

ARTICLE V - MANAGEMENT

The Company is to be managed by one or more managing members. The name and address of the managing member is: ROBERT SMITHERS, 2151 Wells Ave., Sarasota, FL 34232.

Pensco Trust Custodian FBO Robert Smithers IRA, 560 Mission Street, Ste. 1300, San Francisco, CA 94105-2907 is a member but not a managing member.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: No additional member(s) shall be admitted to the

Company without written consent of all members of the Company and on such terms and conditions as shall be determined by all members, except as otherwise provided in the Company's regulations initially executed by all members.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company shall be: The business of the Company may be continued only by written consent of all remaining members, except as otherwise provided in the Company's regulations initially executed by all members.

IN WITNESS WHEREOF, the undersigned executed this instrument affirming under penalties of perjury that the facts stated herein are true on October 28, 2011.


ROBERT SMITHERS
Managing Member

STATE OF FLORIDA
COUNTY OF SARASOTA

SWORN TO and ~~subscribed before me~~ this 28 day of October, 2011, by ROBERT SMITHERS, who is personally known to me or who has produced _____ as identification.


Notary Public

My Commission Expires:



GEORGE BROWNING, III
MY COMMISSION # DD B48110
EXPIRES: April 30, 2013
Bonded Thru Budget Notary Services

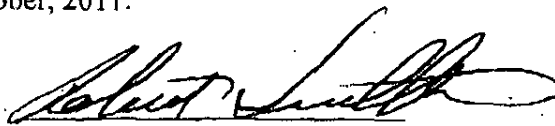
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: VENICE ISLAND SUBWAY, LLC.
2. The name and address of the registered agent and office is: ROBERT SMITHERS,
2151 Wells Ave., Sarasota, FL 34232

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.

DATED this 28th day of October, 2011.


Robert Smithers