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**ARTICLES OF ORGANIZATION
OF
LAKELAND BLIMPIE TEXACO LEASING NEWCO, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is "Lakeland Blimpie Texaco Leasing Newco, LLC" (the "Company").

ARTICLE II. ADDRESS

The mailing address and street of the principal office of the Company is:

Principal Address: c/o United Corporate Services, Inc.
9200 South Dadeland Blvd., Suite 508
Miami, FL 33156

Mailing Address: 1775 The Exchange, Suite 600
Atlanta, GA 30339

ARTICLE III. DURATION AND CONTINUATION

The Company's existence shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Regulations.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The Company designates 9200 South Dadeland Blvd., Suite 508, Miami, FL 33156 as the street address of the initial registered office of the Company and names United Corporate Services, Inc. as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE V. MANAGEMENT

The management of the Company shall be vested in one or more managers who shall be appointed in accordance with the Company's Regulations. Joseph Morgan shall act as the initial manager of the Company, having an address at 740 Broadway, 12th Floor, New York, New York 10003.

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ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority of the members of the Company in the manner set forth in the Regulations of the Company.

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 will be as provided in the Regulations of the Company.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the members of the Company.

IN WITNESS WHEREOF, the undersigned sole member has executed these Articles of Organization this 28th day of June, 1999.

BLIMPIE INTERNATIONAL, INC.

By: 

David Siegel

Chief Operating Officer and President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Lakeland Blimpie Texaco Leasing Newco, LLC, a Florida limited liability company (the "Company"), hereby submits the following statement designating the registered office and registered agent in the State of Florida.

1. The name of the Company is Lakeland Blimpie Texaco Leasing Newco, LLC.
2. The name of the registered agent and the address of the registered office are:

NAME: United Corporate Services, Inc.

ADDRESS: 9200 South Dadeland Blvd., Suite 508
Miami, FL 33156

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.

UNITED CORPORATE SERVICES, INC.

By: 

Dated: June 28, 1999

Print Name: Michael A. Barr

Title: President

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TALLAHASSEE FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, the sole member of Lakeland Blimpie Texaco Leasing Newco, LLC, deposes and says:

- 1) The above-named limited liability company has at least one (1) member.
- 2) The total amount of cash contributed by the member is \$0.00
- 3) The agreed value of property other than cash contributed by members is \$500.00. Such property consists of all of the capital stock of Lakeland Blimpie Texaco Leasing Corp. in exchange for the membership interest of the sole member in accordance with Section 351 of the Internal Revenue Code of 1986, as amended.
- 4) The total amount of cash and property anticipated to be contributed by members, including the amounts indicated in paragraphs 2 and 3 above, is \$500.00.

BLIMPIE INTERNATIONAL, INC.

By: _____

David Siegel

Chief Operating Officer and President

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