

CAPITAL CONNECTION, INC.

417 Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 244-8270 • 1-800-342-8062 • Fax (850) 222-1222

PO00000010270

Beach Place Subway
enc

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-01/31/00--01076--023
*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 31 PM 12:25

APPROVED
AND
FILED

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 31 AM 11:58

RECEIVED

Handwritten initials and date: JLO 1/31

Signature _____

Requested by: CS Date: 1/31/00 Time: 10:50

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
BEACH PLACE SUBWAY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **BEACH PLACE SUBWAY, INC.**

APPROVED
AND
FILED
00 JAN 31 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **13377 Northumberland Circle, Wellington, FL 33414.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is fifty (50) shares having no par value.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **H. Robert Koltnow, 7473 N. W. 4 Street, Plantation, FL 33317.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

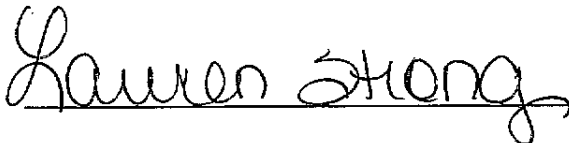
The name and address of each member of the initial Board of Directors of the corporation is

Alan Masler, President/Director

Elizabeth Wisham, Secretary/Treasurer/Director
13377 Northumberland Circle, Wellington, FL 33414.

The undersigned has executed these Articles of Incorporation this 31st day of January, 2000.

"Capital Connection, Inc. by Lauren Strong, Client Representative"



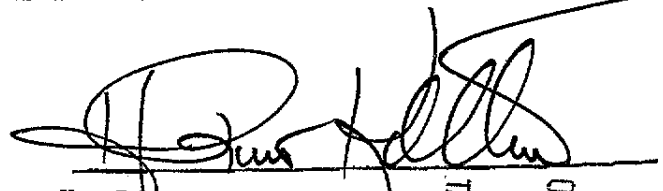
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____
BEACH PLACE SUBWAY, INC

2. The name and street address of the registered agent and office is: _____
H. ROBERT KOLTNOW
7473 N. W. 4 Street
Plantation, FL 33317

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.


H. ROBERT KOLTNOW

00 JAN 31 PM 12: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED