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April 28, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: Filing Articles of Incorporation for Subway of South Florida, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced corporation. Also enclosed is my check in the amount of \$78.75 for the filing fees, registered agent designation, and certified copy of the Articles. Please return the certified copy of the Articles in the self addressed stamped envelope enclosed for your convenience.

Very Truly Yours,

Robert P. Bissonnette

Robert P. Bissonnette, Esq.

FILED
00 MAY - 1 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SUBWAY OF SOUTH FLORIDA, INC.**

FILED
00 MAY -1 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is SUBWAY OF SOUTH FLORIDA, INC..

ARTICLE II

This corporation shall have perpetual existence, and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III

This corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The street address of the initial registered office of this corporation is 800 East Broward Blvd., Suite 310, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation at that address is ROBERT P. BISSONNETTE, ESQ.

ARTICLE VIII

This corporation shall have one director initially. The number of directors may increase from time to time by the By-Laws, but shall never be less than (1). The name and address of the initial director of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
DAVID J. HINE	15100 S. Saxon Circle Davie, Florida 33331

ARTICLE IX

The stock of this corporation shall be issued pursuant to a plan under section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958. The amount of capital which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE X

The name of address of the person signing these Articles is:

NAME

ADDRESS

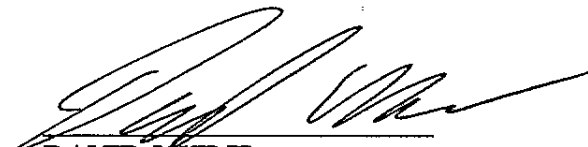
DAVID J. HINE

15100 S. Saxon Circle
Davie, Florida 33331

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of April, 2000.



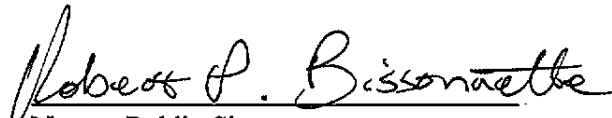
DAVID J. HINE
Subscriber

STATE OF FLORIDA)

COUNTY OF BROWARD)

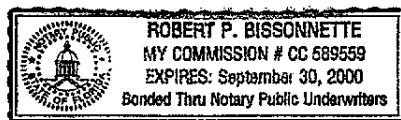
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID J. HINE known personally to me and known by me to be the person who executed these Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the State and County aforesaid, this 27 day of April, 2000.


Notary Public Signature

ROBERT P. BISSONNETTE
Notary Public Printed Name

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

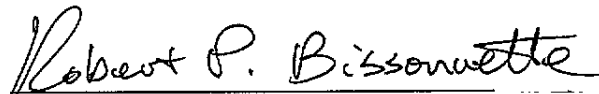
In pursuant of Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That SUBWAY OF SOUTH FLORIDA, INC. desiring to organize under the laws of the State of Florida, with its principal office located at 800 East Broward Blvd., Suite 310, Fort

Lauderdale, Florida 33301, as indicated in the Articles of Incorporation, has named ROBERT P. BISSONNETTE, ESQ. located at 800 East Broward Blvd., Suite 310, Fort Lauderdale, Florida 33301 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been made to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ROBERT P. BISSONNETTE, ESQ.

FILED
00 MAY - 1 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA