

CAPITAL CONNECTION, INC.

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

PO1000013054
North Palm Beach
Subway Inc.

600003633636--4
-02/05/01--01099--015
*****70.00 *****70.00

- ☒ 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 _____

FILED
01 FEB -5 PM 1:14
TALLAHASSEE FLORIDA
SECRETARY OF STATE

RECORDED
01 FEB -5 PM 1:34
TALLAHASSEE FLORIDA
VISION OF REGISTRATION
WITH FEB 05 2001

Signature _____

Requested by: *130*

Name _____

Date *2/5/01*

Time *11:13*

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION

OF

NORTH PALM BEACH SUBWAY, INC.

01 FEB -5 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is

NORTH PALM BEACH SUBWAY, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation, the purposes for which the corporation is formed, and the objects to be carried on and promoted by the corporation are as follows:

- (a) To own, conduct, operate, maintain and carry on a Subway Sandwich and Salad Shop.
- (b) To do any and all things necessary to own and operate said business.

THIS INSTRUMENT PREPARED BY:

H. ROBERT KOLTNOW

Attorney At Law

7473 N. W. 4th street

Plantation, FL 33317

Fla. Bar No. 044058

(c) To engage in the loaning of money for itself and as agent for others, upon mortgages or other securities, and the purchasing and selling of money obligations, secured upon real or personal property; the buying, working, selling and dealing in mineral lands and other lands; the acquiring, holding, selling, hypothecating, assigning, transferring, and conveying of its own obligations, or the obligations of any persons or other corporation, and collection, foreclosing, compounding, compromising, releasing, satisfying, and discharging the same of record.

(d) To acquire by subscription, purchase, exchange or otherwise, to hold as an investment or for any other purpose; to sell, exchange, pledge, mortgage, or transfer, other securities, evidences of indebtedness or choses in action; to aid in any manner any corporation (whether public or private) whose securities or obligations are so held; to control and direct, either alone or in conjunction with others, the operations of such corporations, and to do any and all acts and deeds designed to protect, preserve or improve the value of said securities and obligations, to exercise all the rights, powers and privileges of ownership.

(e) To purchase, lease, or otherwise acquire the property of every kind, including the business, goodwill, rights and franchises of any corporation, partnership or individual carrying on any business which this corporation is authorized to carry on and to assume, guarantee and pay the debts and liabilities thereof.

(f) To acquire, by purchase or otherwise, any real estate, improved or unimproved, or any interest therein or any rights, fixtures, easements or privileges appertaining or appurtenant thereto, any and all personal property necessary, suitable, proper or convenient for, in connection with, or incidental to, the accomplishment of the purposes of the corporation.

(g) To construct, reconstruct, alter, repair, maintain and operate buildings, structure, houses, dwellings and improvements of land of every description.

(h) To hold, develop, improve, and operate, and to sell, convey, assign, mortgage, lease (with or without the privilege of purchase), transfer, or otherwise dispose of, any and all improved or unimproved real estate, and any and all personal property which it may now hold or may hereafter acquire; to maintain the same, together with the appurtenances thereto, in accordance with all applicable laws, ordinances and regulations, in good repair and such condition as will preserve the health and safety of its tenants.

(i) To borrow money, issue bonds, debentures, notes and other evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of the property, rights, privileges, or franchises of the Corporation wheresoever situated, acquired, or to be acquired; to sell, and pledge, or otherwise dispose of, any or all such bonds, notes and other evidences of indebtedness in such manner and upon such terms as the Board of Directors may deem proper and to guarantee the payment of any dividends upon stock, or the principal of or interest upon bonds or the contracts or other obligations of any corporation, partnership or individual, in accordance with the laws of the State of Florida.

(j) To enter into, perform, and carry out lawful contracts of any nature or kind necessary, suitable, proper or convenient for, or in connection with, or incidental to, the accomplishment of any one or more of the purposes or objects herein enumerated or described, or which shall appear at any time conducive or expedient for the protection or benefit of the corporation, provided that the same be not inconsistent with the laws of the State of Florida and of the United States of America.

(k) To carry out all or any part of the foregoing operations as principal, agent, contractor or otherwise, either alone or in conjunction with any person, partnership or corporation; and in carrying on its business and for the purpose of attaining or furthering any of its objects, to make and perform contracts and do acts and to exercise powers suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment thereof.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention or enumeration of particular purposes, objects or business in any manner to limit or restrict the generality of any other purpose, object or business mentioned or limit or restrict the powers of the Corporation; and the Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute on corporations.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations which are contained in the General laws of this State.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time shall be

Fifty (50) shares, no par value

ARTICLE IV -- INITIAL CAPITAL

The amount of capital with which the Corporation will begin business is \$ 500.00.

ARTICLE V -- TERM OF EXISTENCE

The existence of the Corporation will be perpetual.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Office of this Corporation is 7473 N. W. 4th Street, Plantation, FL 33317. The Board of Directors may from time to time move the Registered Office to any other address in Florida. The Registered Agent of the Corporation is H. ROBERT KOLTNOW

ARTICLE VII DIRECTORS

This Corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VIII - ISSUANCE OF SHARES

The Board of Directors of this Corporation is hereby empowered to authorize, from time to time, the issuance of shares of its Capital Stock for such consideration as the Board of Directors may deem advisable, provided, however, that such consideration shall have a value, in the judgment of the Board of Directors of the Corporation, at least equivalent to the value of the shares so to be issued.

ARTICLE IX INTEREST

No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers, of such other corporation; and Directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is known to the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and he may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other Corporation of not so interested.

ARTICLE X MISCELLANEOUS POWERS

The Board of Directors shall have the power, in their discretion, to fix the amount of the surplus or net profits of the Corporation to be reserved as working capital or for any other purpose, and to determine whether any of the surplus or net profits arising from its business shall be declared in dividends and paid to the stockholders or whether any portion of the surplus or net profits shall be employed for the purpose of extending the business operations of the Corporation, or to purchase its own stock, or to purchase stocks, bonds, and other obligations of other corporations which it is authorized by law to purchase.

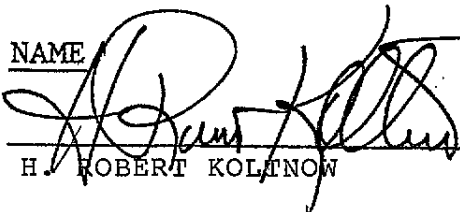
ARTICLE XI INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
WILLIAM J. KOLTNOW	2301 So. Congress Ave. Apt. 212 Boynton Beach, FL 33426	President & Director
H. ROBERT KOLTNOW	7473 N. W. 4th Street Plantation, FL 33317	V.Pres., Sec., Treas. & Director

ARTICLE XII SUBSCRIBERS

The names and post office address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take, the total aggregate amount of which is not less than the amount of capital with which the Corporation will begin business, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
 H. ROBERT KOLTNOW	7473 N. W. 4th Street Plantation, FL 33317	one (1)	\$500.00
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____


STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that before me, a Notary Public of the State of Florida, at Large, there personally appeared

H. ROBERT KOLTNOW

the person who subscribed the foregoing Articles of Incorporation, produced a Florida driver's license as identification, and an oath was/was not taken.

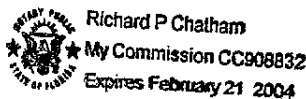
AS WITNESS my hand and Notarial Seal on this 2nd day of February, 19 2001



Notary Public

Printed Name: Richard P Chatham

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED OFFICE AS PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING REGISTERED
AND RESIDENT AGENT UPON WHOM SERVICE MAY BE SERVED

IN compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

NORTH PALM BEACH SUBWAY, INC.

desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at

7473 N. W. 4th Street, Plantation, FL 33317

designates H. ROBERT KOLTNOW

as its Registered and Resident Agent to accept service of process
within the State of Florida.

By William J. Koltnow
WILLIAM J. KOLTNOW President

Having been named Registered and Resident Agent to accept
service of process for the above corporation, at the place
designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of
all statutes relative to the proper and complete performance of
my duties.

H. Robert Koltnow
Registered and Resident Agent
H. ROBERT KOLTNOW
Date: February 2, 2001

FILED
01 FEB -5 PM 1:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA