SCOTT E. COHN
PERRY D. MONIOUDIS

315 S.E. 7TH STREET SECOND FLOOR FT. LAUDERDALE, FLORIDA 33301

TELPHONE: (954) 523-8787 FAX: (954) 523-5543

February 27, 2001

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

Re: SUBWAY 1009, INC.

000003795500--2 -03/02/01--01034--018 ******78.75 ******78.75

Dear Sir or Madam:

Enclosed herewith please find one original and two copies of Articles of Incorporation for the above referenced corporation and a check in the amount of \$78.75, representing the fees for filing, obtaining a certified copy and registered agent designation.

Please have one of these copies stamped as received and returned to my office. A self-addressed postage stamped envelope is enclosed for your convenience. Should you have any questions with regard to this filing, please do not hesitate to call.

Very truly yours,

Perky D. Monioudis

PDM/atd

Enclosures

DI MAR -2 PH 3: 15
SUCRETARY OF STATE

PH 3/0/01

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SUBWAY 1009, INC.

ARTICLE I

NAME OF CORPORATION

The name of this organization shall be SUBWAY 1009, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general purpose for which this corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida Business Corporations Act.

ARTICLE IV

AUTHORIZED SHARES

The total authorized capital stock of this corporation shall consist of 100 shares of Common Stock, par value \$0.01 per share.

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ARTICLE V

SECRETARY OF STATE TALLAHASSEE, FLORIDA

- - -

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business shall be determined by the initial Board of Directors.

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation is:

2342 PEPPERCORN STREET KISSIMMEE, FLORIDA 34741

ARTICLE VII

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 315 S.E. 7th Street, Second Floor, Ft. Lauderdale, Florida 33301, and the initial registered agent of this Corporation at that address shall be Perry D. Monioudis, Esq., who, by his signature below accepts this designation.

Registered Agent

ARTICLE VIII

NUMBER OF DIRECTORS

This corporation shall have not less than one (1) director.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors is:

EMAM

ADDRESSES

BRUCE SARAFIAN

2342 PEPPERCORN STREET KISSIMMEE, FLORIDA 34741

ARTICLE X

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

BRUCE SARAFIAN

2342 PEPPERCORN STREET KISSIMMEE, FLORIDA 34741

ARTICLE XI

AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal, this day of $\underline{\textit{Feb}}$ 20 , 2001.

BRUCE SARAFIAN

STATE OF FLORIDA) SS:

The foregoing instrument was acknowledged before me this 21st day of 1000000 2001, by BRUCE SARAFIAN, the Incorporator and who executed the foregoing Articles of Incorporation, and who is personally known to me or who produced _______ as identification and who did (did not) take an oath.

NOTARY PUBLIC

Sign:

Print: (aren Duncan

My Commission Expires: (October 28, 2001

(SEAL)



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