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FILED

MAY 21, 2001,

01 MAY 22 PM 2:59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATION
P.O. Box 6327
TALLAHASSEE, FLORIDA 32314

DEAR DALE WHITE,

ENCLOSED ARE THE ARTICLES OF INCORPORATION FOR THE NEW
CORPORATION:

SUBWAY PLAZA, INC.

IF THERE ARE ANY QUESTIONS CONCERNING THE ABOVE, I CAN BE REACHED
AT (941) 269 0126.

THANK YOU FOR YOUR PROMPT ATTENTION IN THIS MATTER.

SINCERELY,

S. Patel.

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-05/23/01-01001--012
****122.50 ****87.50

SUNALI PATEL.

6✓

D. WHITE MAY 22 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SUBWAY PLAZA, INC

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE
SUBWAY PLAZA, INC

ARTICLE II

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED
UNDER THE LAWS OF THE UNITED STATES AND OR THIS STATE.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE AS
FOLLOWS:

ONE HUNDRED (100) SHARES OF COMMON STOCK OF \$ 1.00 PAR VALUE
PER SHARE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN
BUSINESS SHALL BE
\$ 100.00.

ARTICLE V

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VI

THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE
CORPORATION SHALL BE 10563 TAMiami TR N., NAPLES, FLORIDA 34108.

THE REGISTERED AGENT AT THAT ADDRESS IS SUNALI PATEL.
SUBWAY PLAZA, INC.

ARTICLE VII

THE BUSINESS OF THE CORPORATION SHALL BE CONDUCTED BY A BOARD OF DIRECTORS OF NOT LESS THAN TWO NOR MORE THAN SIX DIRECTORS.

ARTICLE VIII

THE NAMES AND POST OFFICE ADDRESSES OF THE FIRST BOARD OF DIRECTORS, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION EXISTENCE OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

NAME	ADDRESS
SUNALI PATEL	10563 TAMiami Tr. N. NAPLES, FL-34108

ARTICLE IX

THE NAME AND POST OFFICE ADDRESS OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

NAME	ADDRESS
SUNALI PATEL	10563 TAMiami Tr. N. NAPLES, FL-34108

ARTICLE X

THE BYLAWS OF THIS CORPORATION SHALL BE ADOPTED BY THE BOARD OF DIRECTORS.
SUBWAY PLAZA, INC

IN WITNESS WHEREOF, THE SUBSCRIBERS HAVE AFFIXED THEIR
SIGNATURES THIS 21 DAY MAY 21, 2001.

S. A. Patel
~~SUNALI PATEL~~

STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED SUNALI PATEL AND RICHARD SCHONDER, WHO, AFTER BEING DULY SWEORN, ACKNOWLEDGED THAT THEY EXECUTED THE FOREGOING ARTICLES OF INCORPORATION FOR THE PURPOSES THEREIN EXPRESSED.

DATED AT NAPLES, COUNTY OF COLLIER, AND THE STATE OF FLORIDA ON THIS 21 DAY OF MAY, 2001.

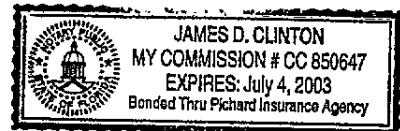
James D. Clinton
NOTARY PUBLIC

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

July 4, 2003



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MAY 21, 2001

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DEPARTMENT OF STATE
DIVISION OF CORPORATION
P.O. Box 6327
TALLAHASSEE, FLORIDA 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: REGISTERED AGENT FOR SUBWAY PLAZA, INC.

DEAR SIR,

REGISTERED AGENT FOR THE FOLLOWING CORPORATION:

SUBWAY PLAZA, INC

I ACKNOWLEDGE AND ACCEPT THE RESPONSIBILITIES OF THE REGISTERED AGENT FOR THE CORPORATION AND WILL ABIDE BY ALL THE RULES AND REGULATIONS OF THIS POSITION FOR THE CORPORATIONS.

MY REGISTERED ADDRESS IS AS FOLLOWS:

SUNALI PATEL
10563 TAMAMI TR. N.
NAPLES, FL-34108

THANK YOU FOR ATTENTION IN THIS MATTER.

SINCERELY,



SUNALI PATEL