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**SMITH
SAUER
& DEMARIA**
ATTORNEYS AT LAW

June 18, 2001

FILED
01 JUN 21 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*G. Thomas Smith
Board Certified
Real Estate Attorney*

Secretary of State
Corporate Records Division
Post Office Box 6327
Tallahassee, Florida 32314

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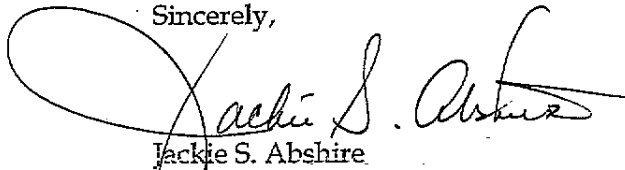
RE: Midway Subway, Inc.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation relative to the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee. Please file the original and return a date-stamped copy to us as evidence of filing in the enclosed a self-addressed envelope.

Should you have any questions or need additional information, please do not hesitate to contact us.

Sincerely,


Jackie S. Abshire
Legal Assistant

JSA:

Enclosures

6-25-01
JSC

ARTICLES OF INCORPORATION
OF
MIDWAY SUBWAY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is Midway Subway, Inc.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To establish, maintain, conduct, and operate the business of a sandwich shop; to prepare and sell foods and beverages of all kinds and to do all things incidental and necessary to the operations of a sandwich shop.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this

corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 5,000 shares of \$1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 1525 Ocean Breeze Lane, Gulf Breeze, Florida 32563. The name of the initial registered agent for the corporation at that address is Albert A. McEachern. The principal office of the corporation shall be 1525 Ocean Breeze Lane, Gulf Breeze, Florida 32563.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is two (2). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME

STREET ADDRESS

Albert A. McEachern

1525 Ocean Breeze Lane
Gulf Breeze, Florida 32563

Carole McEachern

1525 Ocean Breeze Lane
Gulf Breeze, Florida 32563

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles
of Incorporation are:

NAME

STREET ADDRESS

Albert A. McEachern

1525 Ocean Breeze Lane
Gulf Breeze, Florida 32563

Carole McEachern

1525 Ocean Breeze Lane
Gulf Breeze, Florida 32563

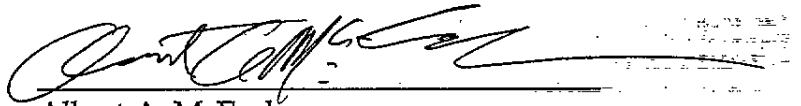
ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation
shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has signed these Articles of
Incorporation on this 18th day of June, 2001.



Albert A. McEachern

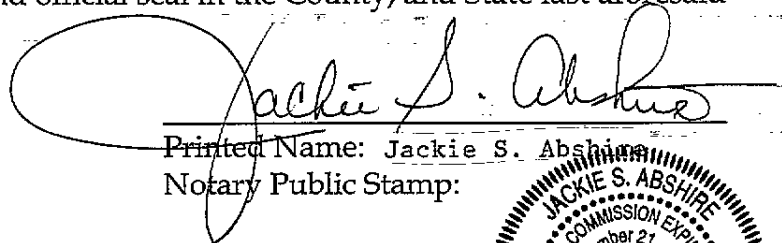


Carole D. McEachern

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Albert A. McEachern and Carole McEachern, who are personally known to me and who executed the foregoing Articles of Incorporation, and they acknowledge that they subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid
this 12th day of June, 2001.



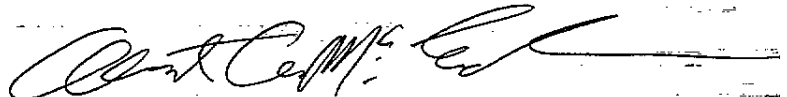
Printed Name: Jackie S. Abshire

Notary Public Stamp:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Midway Subway, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.



Albert A. McEachern