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ST. ARNOLD & STEARNS 90132
CHARTERED
ATTORNEYS AT LAW

Jack R. St. Arnold, Esq.
James R. Stearns, Esq.

Charles M. Phillips, Jr., Esq.
Of Counsel

September 7, 2001

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

RE: Subways by S. & T., Inc.

Dear Sir/Madam:

Enclosed for filing please find the originals and one copy of the Articles of Incorporation for the above-referenced corporation. Please return a copy of the filed Articles to my office in the enclosed self-addressed stamped envelope. I have enclosed our firm's check in the amount of \$70.00 for the filing fee.

If anything further is needed, or should you have any questions, please do not hesitate to contact my office.

Sincerely,


James R. Stearns

JRS/jk

Enclosures

cc: Timothy I. Miller

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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9/13/01

ARTICLES OF INCORPORATION

OF

SUBWAYS BY S. & T., INC.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be SUBWAYS BY S. & T., INC.

ARTICLE II LOCATION

The location of this corporation shall be:

148 Alternate 19, Palm Harbor, FL 34683

ARTICLE III NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V INITIAL
REGISTERED OFFICE
AND AGENT**

The street address of the initial registered office of this corporation is 148 Alternate 19, Palm Harbor, FL 34683, and the name of the initial registered agent of this corporation at that address is Stephen P. Miller.

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII DIRECTORS

The corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

Timothy I. Miller 1031 Ridge View Lane
Palm Harbor, FL 34683

Stephen P. Miller 2231 Springrain Drive
Clearwater, FL 33763

ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary: Stephen P. Miller
2231 Springrain Drive
Clearwater, FL 33763

Vice President/Treasurer: Timothy I. Miller
1031 Ridge View Lane
Palm Harbor, FL 34683

ARTICLE IX SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Timothy I. Miller	1031 Ridge View Lane Palm Harbor, FL 34683	1,000
Stephen P. Miller	2231 Springrain Drive Clearwater, FL 33763	1,000

ARTICLE X PREEMPTIVE RIGHTS

Every shareholder, upon the 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his votes by giving one candidate as many votes as the number

of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principle among any number of candidates.

ARTICLE XII AMENDMENTS

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 hereunto set his hand and seal on this 6th day of September, 2001.

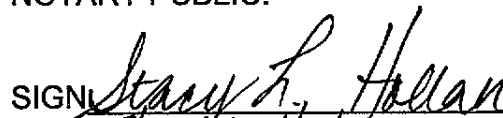

STEPHEN P. MILLER

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 6th day of September, 2001 by STEPHEN P. MILLER, who is personally known to me or who has produced FL Driver License as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:




SIGN Stacy L. Hollan
PRINT Stacy L. Hollan
State of Florida at Large (Seal)
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated 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 to the proper and complete performance of my duties.


STEPHEN P. MILLER

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA