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JERALD A. GOLDSTEIN
ATTORNEY AT LAW
1499 WEST PALMETTO PARK ROAD, SUITE 412
BOCA RATON, FLORIDA 33486
(561) 362-8008
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VIA FEDEX

January 30, 2002

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*****78.75 *****78.75

Department of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
02 JAN 31 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Quizno's at City Place, Inc.

Dear Madam or Sir:

Enclosed are the duly executed Articles of Incorporation for the above referenced corporation.

Please file the enclosed Articles of Incorporation and, upon completion of the filing process, certify and return to us one certificate under seal. We have enclosed a check in the amount of \$78.75 to cover the fees.

Thank you for your assistance in this matter.

Very truly yours,

Jerald A. Goldstein

JAG:kw
enclosures

Ps 2/10/02

FILED

02 JAN 31 AM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
QUIZNO'S AT CITY PLACE, INC.**

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE 1

The name of the corporation shall be:

Quizno's at City Place, Inc.

and its initial post office address and its principal office for the conduct of business is:

P.O. Box 1215
Loxahatchee, Florida 33470

The general nature of the business to be transacted by this corporation is:

(a) Generally to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other actor thing, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

(b) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is

hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Sections 607.011, 607.014 and 607.017.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less

than one. The names(s) of the initial director(s) of this corporation are:

<u>Name</u>	<u>Address</u>
DEBORAH PICONCELLI	P.O. Box 1215 Loxahatchee, Florida 33470

ARTICLE VII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may be anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE VIII

The street address of the initial registered office of this corporation is 1499 W. Palmetto Park Road, Suite 412, Boca Raton, Florida 33486 and the name of the initial registered agent of this corporation is JERALD A. GOLDSTEIN.

ARTICLE IX

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

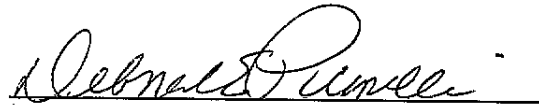
ARTICLE X

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

Name
DEBORAH PICONCELLI

Address
P.O. Box 1215
Loxahatchee, Florida 33470

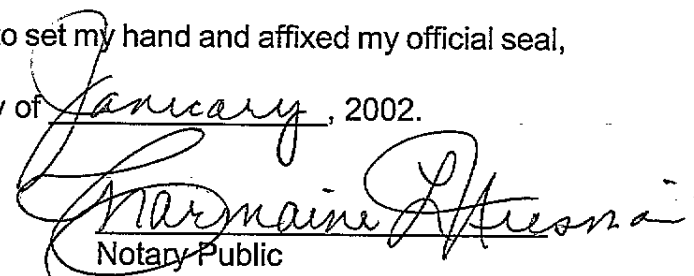
IN WITNESS HEREOF, the undersigned has executed these Articles of Incorporation this 28 day of January, 2002.


DEBORAH PICONCELLI
Incorporator

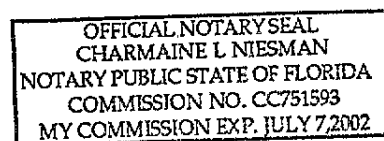
STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, DEBORAH PICONCELLI known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 28th day of January, 2002.


Notary Public
My commission expires:

(SEAL)



CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

02 JAN 31 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act.

The Corporation desires to organize under the laws of the State of Florida with its
office as indicated in the Articles of Incorporation located at 1499 W. Palmetto Park Road,
Suite 412, Boca Raton, Florida 33486, appoints JERALD A. GOLDSTEIN, as its agent to
accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation
at the place designated in this certificate, I hereby accept to act in this capacity and agree
to comply with the provision of said Act relating to keeping open said office.


JERALD A GOLDSTEIN
Registered Agent