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02 FEB -6 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 393502 10072A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 78.75

ORDER DATE : February 6, 2002

ORDER TIME : 2:25 PM

ORDER NO. : 393502-005

CUSTOMER NO: 10072A

CUSTOMER: Arthur Lambertus, Esq
Lambertus & Lambertus

Suite 604
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

9000048184189-9

DOMESTIC FILING

NAME: SUBWAY PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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J. BRYAN FEB 7 2002

ARTICLES OF INCORPORATION
OF
SUBWAY PROPERTIES, INC

FILED
02 FEB -6 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be **SUBWAY PROPERTIES, INC..** The principal office of the corporation is 6555 Northwest 40 Court, Boca Raton, Florida 33496 and the mailing address of the corporation is 6555 Northwest 40 Court, Boca Raton, Florida 33496.

ARTICLE II
DURATION

The term of existence is perpetual.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1000 shares and each share shall be the par value of \$1.00. The stock of this corporation shall be common stock and shall be fully paid and non-assessable. The transfer or other disposal of stock of this corporation shall not be legal, valid or binding unless a record of such transfer or disposal is recorded in the books of the corporation.

ARTICLE IV
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 2929 East Commercial Boulevard, Suite 604, Fort Lauderdale, Florida 33308 and the name of the initial registered agent at that address is Arthur W. Lambertus.

ARTICLE V
BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors which shall consist of One (1) member or members; but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-Laws of the corporation. The members of the Board of Directors need not be stockholders of the corporation.

The name and mailing address of each initial member of the first Board of Directors who shall hold office until the first annual meeting or until such member's successor is elected and qualified, are set forth below:

NAME

ADDRESS

John L. Giorgi

6555 Northwest 40 Court,
Boca Raton, Florida 33496

ARTICLE VI
INCORPORATOR

The name and mailing address of the Incorporator of the corporation is:

NAME

ADDRESS

John L. Giorgi

6555 Northwest 40 Court,
Boca Raton, Florida 33496

ARTICLE VII
INDEMNIFICATION

This corporation shall indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

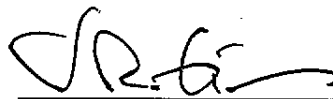
ARTICLE VIII
AFFILIATED TRANSACTIONS

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.

ARTICLE IX
CONTROL SHARE ACQUISITIONS

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 2nd of February, 2002.



John L. Giorgi

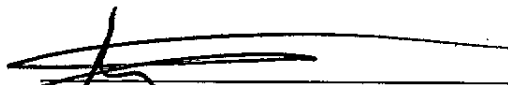
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, John L. Giorgi, who is personally known to me or who has produced a _____ as identification, and who executed the foregoing Instrument and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, and who did take an oath.

WITNESS my hand and Official seal in Broward County, Florida this 2nd day of February, 2002.




Notary Public, State of Florida
My Commission Expires:

REGISTERED AGENT DESIGNATION

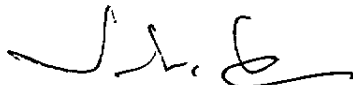
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SUBWAY PROPERTIES, INC., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at 6555 Northwest 40
Court, Boca Raton, Florida 33496 has named Arthur W. Lambertus located 2929 East
Commercial Boulevard, Suite 604, Fort Lauderdale, Florida 33308 as its agent to
accept service of process within Florida.

Having been named to accept service of process 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 relative to the
proper and complete performance of my duties.

INCORPORATOR:

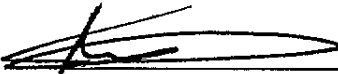


John L. Giorgi

DATE:

2/2/02

REGISTERED AGENT:



Arthur W. Lambertus

DATE:

2/2/02

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TALLAHASSEE, FLORIDA