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TALLAHASSEE, FLORIDA

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January 10, 2003

Department of State
Division of Corporations, Corporate Filing
Post Office Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation
Corporate Name: Subway RNS, Inc.

To Whom it May Concern:

Enclosed are one original executed copy of Articles of Incorporation of Subway RNS, Inc. and my office check in the amount \$35.00 for filing fee.

Please file the subject Articles of Incorporation and return a copy to my office in the enclosed self addressed stamped envelope.

Thank you for your prompt attention to this matter, I remain

Very truly yours,


Arthur W. Lambertus

AWL/dba
Enclosure

ARTICLES OF INCORPORATION
OF
SUBWAY RNS, INC.

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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 RNS, Inc. The principal office of the corporation is 3863 Northwest 7 Place, Deerfield Beach, Florida 33442 and the mailing address of the corporation is 3863 Northwest 7 Place, Deerfield Beach, Florida 33442.

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 1,000 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 3863 Northwest 7 Place, Deerfield Beach, Florida 33442 and the name of the initial registered agent at that address is Nancy L. Garofolo.

ARTICLE V
BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors which shall consist of 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:

<u>NAME</u>	<u>ADDRESS</u>
Nancy L. Garofolo	3863 Northwest 7 Place Deerfield Beach, Florida 33442
Raymond J. Garofolo	3863 Northwest 7 Place Deerfield Beach, Florida 33442

ARTICLE VI
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Nancy L. Garofolo	3863 Northwest 7 Place Deerfield Beach, Florida 33442

ARTICLE VII
INDEMNIFICATION

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

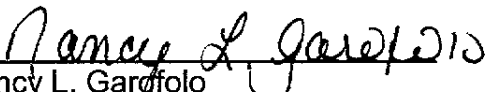
ARTICLE VIII
AFFILIATED TRANSACTIONS

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 9th day of January, 2003.




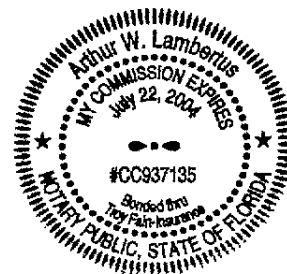
Nancy L. Garofolo

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, Nancy L. Garofolo, who is personally known to me or who has produced a _____ as identification, and who executed the foregoing and acknowledged before me that executed the same freely and voluntarily for the purposes therein expressed, and who did take an oath.

WITNESS my hand and official seal in the City of Fort Lauderdale, County of Broward, and State of Florida, this 9 day of January, 2003.


Notary Public, State of Florida
Printed Name: _____
My Commission Expires: _____



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at has named located 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:

Nancy L. Garofolo
Nancy L. Garofolo

DATE: 1/9/02

REGISTERED AGENT:

Nancy L. Garofolo
Nancy L. Garofolo

DATE: 1/9/02