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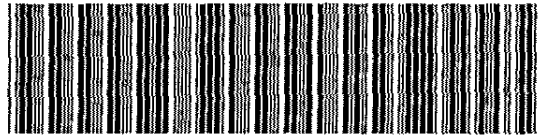
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 JUN 14 AM 11:44

DAVID R. FARBSTEIN, P.A.

ATTORNEY AT LAW

8010 NORTH UNIVERSITY DRIVE
TAMARAC, FLORIDA 33321

TEL (954) 586-0441

FAX (954) 586-0444

June 2, 2004

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: 32954 SUBWAY, Inc.

Dear Sirs:

Enclosed please find the following documentation regarding the above-mentioned matter, to-wit:

1. ORIGINAL and one copy of Articles of Incorporation.
with Registered Agent Certificate.

Also enclosed is my office account check no. 6716 in the amount of \$70.00 for the filing fee.

Very truly yours,


DAVID R. FARBSTEIN, ESQ.

DRF/me

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ARTICLES OF INCORPORATION

OF

32954 SUBWAY, INC.

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ARTICLE I - Name

The name of this Corporation is 32954 SUBWAY, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:

767 S. State Rd 7, Suite 13, Margate, Fl. 33068 and the name of the initial registered agent of this corporation is: AFZAL A. MAJID, whose address is 767 S. State Rd 7, Suite 13, Margate, Fl. 33068.

THIS DOCUMENT PREPARED BY:

DAVID R. FARBSTAIN, ESQ.
8010 N. Univ. Dr., 2nd Fl.
Tamarac, Fl. 33321
Fla. Bar No. 198889
954-586-0441

ARTICLE VI - Initial Board of Directors

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the ByLaws, but shall never be less than one. The name and address of the initial Director of this corporation is:

IDRIS MYSOREWALA	767 S. State Rd 7, Suite 13, Margate, Fl. 33068
MOHAMMED H. KARIM	767 S. State Rd 7, Suite 13, Margate, Fl. 33068
AFZAL A. MAJID	767 S. State Rd 7, Suite 13, Margate, Fl. 33068

ARTICLE VII - Incorporator

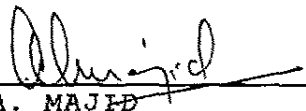
The name and address of the persons signing these Articles are:

AFZAL A. MAJID	767 S. State Rd 7, Suite 13, Margate, Fl. 33068
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ARTICLE VIII - Amendments

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 1 day of June, 2004.

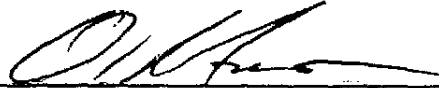


AFZAL A. MAJID

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, AFZAL A. MAJID, known by me to be the persons who executed the foregoing Articles of Incorporation. Further, said individuals furnished the following types of identification to the undersigned, to-wit: FLORIDA DRIVERS LICENSE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of June, 2004.



NOTARY PUBLIC
My Commission Expires:



DAVID R. FARBSTAIN
MY COMMISSION # DD 281947
EXPIRES: March 7, 2008
Bonded Thru Budget Notary Services

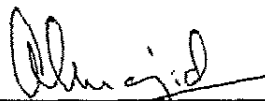
CERTIFICATE DESIGNATING CHANGE OF PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

PURSUANT TO Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

FIRST: That 32954 SUBWAY, INC. is qualified to do business
under the laws of the State of Florida with its principal office at:
767 S. State Rd. 7, Suite 13, Margate, Fl. 33068 and has appointed
AFZAL A. MAJID of 767 S. State Rd. 7, Suite 13, Margate, Fl. 33068 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, a place designated in this certificate, I am familiar
with, and hereby accept the duties and responsibilities as registered
agent for said corporation and agree to comply with the provisions of
said Act relative to keeping open said office.



AFZAL A. MAJID
Resident Agent

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