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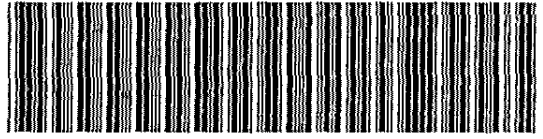
(Business Entity Name)

(Document Number)

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04 SEP - 9 AM 11:26  
SECURITY  
TALLAHASSEE, FLORIDA

9/9/04

LAMBERTUS & LAMBERTUS, P. A.  
ATTORNEYS AT LAW

ARTHUR W. LAMBERTUS  
CHRISTINE L. LAMBERTUS\*  
\*FLORIDA BAR BOARD CERTIFIED  
WILLS, TRUSTS AND ESTATES LAWYER

2929 EAST COMMERCIAL BOULEVARD  
SUITE 604  
FORT LAUDERDALE, FLORIDA 33308  
TELEPHONE (954) 772-1680  
TELECOPIER (954) 772-1922

September 1, 2004

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

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

To Whom it May Concern:

Enclosed is an original executed copy of Articles of Incorporation of SUBWAY RETAIL INC. and my office check in the amount \$70.00 for the filing of the Amendment.

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

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

Very truly yours,



Arthur W. Lambertus

AWL/dba  
Enclosure

**ARTICLES OF INCORPORATION**  
**OF**  
**SUBWAY RETAIL, INC.**

**FILED**  
04 SEP -9 AM 11:26  
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 Retail, Inc. The principal office of the corporation is 6555 Somerset Circle, Boca Raton, Florida 33496 and the mailing address of the corporation is 6555 Somerset Circle, 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 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 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 two (2) directors; 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:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
JOHN L. GIORGI	6555 Northwest 40 Court Boca Raton, Florida 33496
CHARLES B. SERABIAN	10097 Cleary Boulevard Suite 505 Plantation, Florida 33324

**ARTICLE VI**  
**INCORPORATOR**

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

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
ARTHUR W. LAMBERTUS	2929 East Commercial Boulevard Suite 604 Fort Lauderdale, Florida 33308

**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 1st of September, 2004.

  
\_\_\_\_\_  
Arthur W. Lambertus

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, Arthur W. Lambertus, 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, State of Florida this 1<sup>st</sup> day of September, 2004.



Danielle Brady-Abbott  
MY COMMISSION # DD162508 EXPIRES  
November 3, 2006  
Covered THROUGH TROY FAIN INSURANCE, INC

*Danielle Brady-Abbott*  
Notary Public, State of Florida  
My Commission Expires:

**REGISTERED AGENT DESIGNATION**

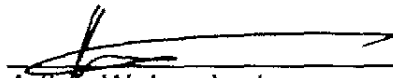
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

That Subway Retail, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 6555 Somerset Circle, Boca Raton, Florida has named ARTHUR W. LAMBERTUS located at 2929 East Commercial Boulevard, Suite 604, Fort Lauderdale, Florida 33308, as its agent to accept service of process within Florida.

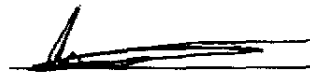
Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

INCORPORATOR:

  
\_\_\_\_\_  
Arthur W. Lambertus

DATE: 9/1/04

REGISTERED AGENT:

  
\_\_\_\_\_  
Arthur W. Lambertus

DATE: 9/1/04