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FLORIDA PROFIT CORPORATION OR P.A.

Subway of Clearwater Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Subway of Clearwater Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**Subway of Clearwater Inc.
16000 US Highway 19 North
Clearwater, FL 33764-6802**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Shares at \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Joseph Emanuel
13200 SW 128th Street F2
Miami, FL 33186**

Prepared By:

**Bruce B. Hubbard
77 East John St.
Hicksville, New York 11801
1-516-935-3940**

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ARTICLES V INITIAL OFFICER(S)/DIRECTOR(S)

The name(s) and street address(es) and title(s) to these Articles of Incorporation is(are):

**Khalid Ahmad - President
68 Tunnel Road
Asheville, NC 28805**

ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**Khalid Ahmad
68 Tunnel Road
Asheville, NC 28805**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

15th day of February 2005.


Khalid Ahmad - Signature

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Subway of Clearwater Inc.**

2. The name and address of the registered agent and office is:

Joseph Emanuel

Name

13200 SW 128th Street F2

(P.O. Box or Mail Drop Box NOT Acceptable)

Miami, FL 33186

(City / State / Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Joseph Emanuel
SIGNATURE

February 15, 2005

(Date)