

**Electronic Articles of Incorporation
For**

P05000156022
FILED
November 28, 2005
Sec. Of State
jshivers

SUBWAY OVERTOWN INITIATIVE INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SUBWAY OVERTOWN INITIATIVE INC.

Article II

The principal place of business address:

20810 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FL. US 33180

The mailing address of the corporation is:

20810 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FL. US 33180

Article III

The purpose for which this corporation is organized is:

SALE OF FOOD AND BEVERAGE

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

ARS & ASSOCIATES INC.
20810 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FL. 33180

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: STUART SOCOL

Article VI

The name and address of the incorporator is:

ARS & ASSOCIATES INC
20810 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FL 33180

Incorporator Signature: STUART SOCOL

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ROBERT WORD
20810 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FL. 33180 US

Title: VP
STEVE BULLOCK
20810 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FL. 33180 US

Title: SEC
CHARLES CUTLER
20810 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FL. 33180 US

Title: TREA
KEITH JENNINGS
20810 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FL. 33180 US

Article VIII

The effective date for this corporation shall be:

11/28/2005