

H07000039280

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000055219 3)))



H070000552193ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

s.w. 137-88, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

2007 MAR 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Electronic Filing Menu

Corporate Filing Menu

Help



March 2, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE

SUBJECT: S.W. 137-88, INC.
REF: W07000010683

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6962.

Valerie Herring
Document Specialist
New Filing Section

FAX Aud. #: H07000055219
Letter Number: 407A00015230

7

H07000055219

ARTICLES OF INCORPORATION
OF
S.W. 137-88, INC.

The undersigned subscribers to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: S.W. 137-88, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful businesses and the general nature of the businesses to be transacted by this corporation shall include, but not limited to:

To engage in the business of buying, selling and leasing real property in the State of Florida and to carry out services incident thereto.

To manufacture, purchase, or otherwise acquire and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises including but not limited to a "Subway" restaurant franchise, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital

2007 MAR 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H07000055219

stock, scripts, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chosen in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, power and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock with a par value of \$1.00.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock is being issued pursuant to section 1244 of the Internal Revenue Code, the pertinent provisions of which are hereby incorporated herein by reference and made a part hereof.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 10465 S. W. 22 Street, Miami, Florida, 33165

The name of the initial Registered Agent of this corporation is Manuel Rodriguez II.

The Board of Directors, may from time to time, move the registered office to any other address in Florida.

ARTICLES VI. DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be increased or decreased from, time to time in such a manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights occurring to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper cause even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation pecuniary or otherwise interested in, or are directors or officers of, such other corporation, and director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the

corporation which is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII.

INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the initial directors and initial officers of this corporation

are:

Manuel Rodriguez II Director/President/Treasurer
10465 S. W. 22 Street
Miami, Florida 33165

Maribel Rodriguez Director/Vice-
10465 S. W. 22 Street President/Secretary
Miami, Florida, 33165

ARTICLE VIII.

INCORPORATOR

The name and street address of the incorporator being subscriber to these Articles of Incorporation is:

Manuel Rodriguez II
10465 S. W. 22 Street
Miami, Florida, 33165

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation on this 28th day of February, 2007


MANUEL RODRIGUEZ II

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

H07000055219

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Manuel Rodriguez II, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, on this 28th day of February, 2007.

[Handwritten Signature]

NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



H07000055219

H07000055219

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
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:

First: That S.W. 137-88, Inc. is desiring to organize principal place of business at the City of Miami, State of Florida, has named Manuel Rodriguez II located at 10465 S.W. 22nd Street, Miami, Florida 33165 as its agent to accept service of process within Florida.

Signature: Manuel Rodriguez II

Title: President

Date: 3/19/07

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate of Incorporation, 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.

Signature: [Signature]

Date: 3/19/07

2007 MAR 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H07000055219