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5 January, 1995

Secretary of State  
Corporate Record Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

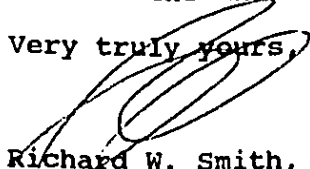
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-01/18295-01010-011  
\*\*\*122.50 \*\*\*122.50

RE: Articles of Incorporation  
Subway 1065, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of Subway 1065, Inc., and my check in the amount of \$122.50 which represents your filing fee for the Articles. If you should have any questions regarding this matter, please do not hesitate to contact the undersigned.

Very truly yours,

  
Richard W. Smith, Esq.

RWS:dms  
Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 17 PM 4:08

Secretary

KAN 1-19

**ARTICLES OF INCORPORATION**

**OF**

**SUBWAY 1065, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JAN 17 PM 4:08

I, **CHAUDELON NICOLAS**, the undersigned, being a natural person, resident of the State of Florida, and competent to contract, desire to form a Corporation for profit under the provisions of Chapter 607, Florida Statutes and all acts amendatory thereto, and hereby associate myself for the purpose of forming a Corporation by and under the provisions of the laws of the State of Florida and do subscribe to these Articles of Incorporation.

**ARTICLE ONE  
NAME AND LOCATION**

The name of this Corporation shall be **SUBWAY 1065, INC.**, and its location shall be 7771 Lake Worth Road, Lake Worth, Florida 33467.

**ARTICLE TWO  
DURATION**

The period of duration of this Corporation shall be perpetuity, unless sooner dissolved according to law.

**ARTICLE THREE  
GENERAL NATURE OF BUSINESS**

The general nature of the business, and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz., the Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and shall possess all of the powers granted Corporations under the provisions of Chapter 607, Florida Statutes.

**ARTICLE FOUR  
CAPITALIZATION**

The aggregate number of shares which the Corporation shall have authority to issue be 500, which shall be divided into 500 shares of stock, at a par value for \$1.00 per share.

**ARTICLE FIVE  
NUMBER OF DIRECTORS**

The Corporation shall be governed by a Board of not less than one (1) no more than three (3) Directors, with the exact number to be established by the by-laws. The initial board shall consist of one (2) members.

**ARTICLE SIX  
FIRST BOARD OF DIRECTORS**

The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of existence or until their successors are elected or appointed pursuant to the by-law of this Corporation and have qualified are as follows:

CHAUDELON NICOLAS

7771 Lake Worth Road  
Lake Worth, Florida 33467

EVELINE NICOLAS

7771 Lake Worth Road  
Lake Worth, Florida 33467

**ARTICLE SEVEN  
INITIAL OFFICERS**

The names and street addresses of the initial officers of this Corporation who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed pursuant to the by-laws of this Corporation and have qualified are as follows:

CHAUDELON NICOLAS, President  
7771 Lake Worth Road  
Lake Worth, Florida 33467

EVELINE NICOLAS, Sec-Treas.  
7771 Lake Worth Road  
Lake Worth, FL. 33467

**ARTICLE EIGHT  
SPECIAL PROVISIONS**

1. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to:

a. Fix the amount to be reserved as working capital over and above its capital stock paid in;

b. From time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the Corporation, other than the stock book, or any of them, shall be open to inspection of the stockholders, and no stockholders shall have right of inspection of any account book or document of this Corporation except as conferred by statute unless authorized by resolution of the stockholders or directors; and

c. Pursuant to the affirmative vote of the stockholder of record, holding stock in the Corporation entitling them to exercise at least a majority of the voting powers, given at a stockholder's meeting duly called for that purpose or when authorized by the written consent of stockholders of records holding stock in the Corporation entitling them to exercise such fraction of the voting power, the Board of Directors shall have power and authority to sell, lease or exchange all of the property or assets essential this Corporation, including its corporate franchise, or any property or assets essential to the business of the Corporation, upon such terms and conditions as the Board of Directors deems expedient and for the best interest of the Corporation.

2. No contract, act or other transaction in which the Corporation is interested which is between or involves the Corporation and any other persons, trust, firm, or Corporation shall, in the absence of fraud, be affected or invalidated by the fact that any one or more of the directors of this Corporation is interested therein as a director, officer, agent partner, trustee, beneficiary or otherwise. A director of the Corporation may at all times vote upon any such contract, act or other transaction.

3. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever. All shares of stock issued by this Corporation shall be issued fully paid and non-assessable.

#### **ARTICLE NINE AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder's meeting by those stockholders holding a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE TEN INCORPORATORS**

The sole incorporator of this Corporation is:

CHAUDELON NICOLAS, President  
7771 Lake Worth Road  
Lake Worth, Florida 33467

EVELINE NICOLAS, Sec-Trea.  
7771 Lake Worth Road  
Lake Worth, FL. 33467

**ARTICLE ELEVEN  
REGISTERED AGENT**

The address of the Corporation's registered agent is 7771 Lake Worth Road, Lake Worth, Florida 33467; and the name of the Corporation's initial registered agent at such address is CHAUDELON NICOLAS.

## ACKNOWLEDGMENTS

Having been named to accept service of process for the above Corporation, at the place designated in these Articles, I hereby accept to act in these capacities and agree to comply with the provisions of said Act relative to keeping open said office.

*Chaudelon Nicolas*  
CHAUDELON NICOLAS  
Registered Agent

IN WITNESS WHEREOF, I have hereunder set my hand and seal this 27th day of December, 1954.

Witness

Diane Smith  
Witness

CHAUDELON NICOLAS  
President

STATE OF FLORIDA )  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day before me personally appeared CHAUDELON NICOLAS, who after first being duly sworn on oath, deposes and says, that he is the person described herein and who executed the above and foregoing Articles of Incorporation for the purposes there expressed and that the statements contained therein are true and correct.

The foregoing instrument was acknowledged before me this 27th day of December, 1994 by CHAUDELON NICOLAS who is personally known to me.

**SEAL:**

**NOTARY PUBLIC**

