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FRANKLIN & MARBIN, P.A.

48 East Flagler Street
Penthouse 104
Miami, Florida 33131

EVAN R. MARBIN, Esq.

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January 20, 1995

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

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RE: SUBWAY 15534, INC.
Our Client File No. 90-105.11

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and a copy with regard to the above-captioned to-be-formed corporation. Also enclosed is a check in the amount of \$122.50 made payable to Secretary of State for filing said Articles. After filing same, please forward a certified copy to the undersigned.

If you should have any questions, please feel free to call me.

Thank you.

Sincerely,

FRANKLIN & MARBIN, P.A.



Evan R. Marbin

ERM/jm
Encls.

cc: Marvin Sager

FILED
95 JAN 23 PM 2:25
TALLAHASSEE, FLORIDA

BROWN JAN 26 1995

ARTICLES OF INCORPORATION

of

SUBWAY 15534, INC.

FILED
95 JUN 23 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be SUBWAY 15534, INC.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

EVAN R. MARBIN, ESQ.
48 East Flagler Street
Penthouse 104
Miami, Florida 33131

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time, unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the first directors of the corporation who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

MARVIN SAGER
4160 S.W. 149th Terrace
Miramar, Florida 33027

ARTICLE VII

The name and address of the Incorporator is:

EVAN R. MARBIN, ESQUIRE
48 East Flagler Street
Penthouse 104
Miami, Florida 33131

ARTICLE VIII

The address of the corporation is:

SUBWAY 15534, INC.
4160 S.W. 149th Terrace
Miramar, Florida 33027

ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

ARTICLE X

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by the law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and

without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 20 day of January, 1995.



EVAN R. MARBIN, ESQUIRE

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF DADE)

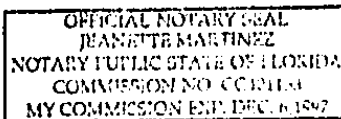
BEFORE ME, the undersigned authority, personally appeared EVAN R. MARBIN, ESQUIRE personally known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 20 day of January, 1995.



NOTARY PUBLIC, State of Florida

My Commission Expires:



Jeanette Martinez

Print Notary Name
Commission No.:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

SUBWAY 15534, INC., desiring to organize under the laws of the State of Florida, with

its registered office as indicated in the Articles of Incorporation, at 48 East Flagler Street, Penthouse 104, Miami, Florida 33131, has named EVAN R. MARBIN, ESQ., as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of this Act relative to keeping said office open.

By: _____

EVAN R. MARBIN

FILED
55 JUN 23 PM 2:25
CLERK OF DISTRICT COURT
MIAMI, FLORIDA