

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

**CSC networks**

800-342-8086

**P95000019244**

95 MAR -9 AM 11:21

STATE OF FLORIDA

MAIL TO:  
P.O. BOX 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : *Patricia P. Rite*

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : March 9, 1995

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ORDER TIME : 9:34 AM

ORDER NO. : 557739

CUSTOMER NO: 10072A

CUSTOMER: Arthur Lambertus, Esq  
LAMBERTUS & LAMBERTUS

Suite 604  
2929 East Commercial Boulevard  
Fort Lauderdale, FL 33308

**RUSH WILL WAIT**

DOMESTIC FILING

*P95000019244*

NAME: SUBWAY ASSOCIATES, INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

*DM*  
*3-9-95*  
*C2/A*

FILED  
95 MAR -9 AM 11:40  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SUBWAY ASSOCIATES, INC.**

FILED  
95 MAR -9 AM 11:40  
SECRET  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**NAME**

The name of the corporation shall be **SUBWAY ASSOCIATES, INC.** The mailing address is **2415 Northwest 30th Street, Boca Raton, Florida 33431.**

**DURATION**

The term of existence is perpetual.

**PURPOSE**

The purposes for which the corporation is organized are:

To engage generally in the business of investing, managing, operating and dealing in and with **the installation and operation of subway franchise stores** and related services, businesses and improvements of every kind and nature.

To purchase, improve, develop, lease, exchange, sell, hold and otherwise deal in and turn to account both real and personal property of every kind and nature; and to purchase, lease, construct, manage, and operate buildings of every kind and character whatsoever; and to finance the purchase, improvement, development and any other disposition of land and buildings belonging to the corporation; and to manage, supervise, lease, sublet, operate, control, and occupy buildings and properties of every kind.

To borrow and contract debts when necessary, convenient or incidental to the transaction of the corporation's business or in the exercise of its corporate rights and privileges, as it shall deem necessary and expedient, or for any other lawful purpose of its incorporation; and to issue and deal in bonds, notes, debentures, securities, or other evidences of indebtedness payable at a specified time and/or event, whether secured, for monies borrowed or in payment for property acquired or for any other lawful purpose of the corporation; and to secure the same by mortgage or deed of trust or pledge or other pledge or other lien upon any part or all of the property, privileges, rights or franchises of the corporation, wheresoever situate, acquired or to be acquired; and to confer upon the holder of such debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation upon such terms and conditions as shall be fixed by the Board of Directors; and to sell, pledge, or otherwise dispose of such debentures, bonds, notes, and obligations in such manner and upon such terms and conditions as the Board of Directors may deem judicious, subject to these Articles of Incorporation and the By -laws of the corporation and to law.

To purchase, hold, sell and reissue the shares of its own capital stock.

To apply for, acquire, buy, sell, assign, lease, pledge, mortgage or otherwise dispose of letters of patent of the United States or any foreign country, patent rights, licenses, privileges, inventions, trademarks, tradenames, and pending applications therefor.

To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will and assets of any person, firm, association or corporation (either foreign or domestic).

To cause to be formed, to promote and aid in the formation of any corporation, either foreign or domestic, and for profit or non-profit, and to hold and dispose of capital stock in other companies or corporations.

To acquire, hold, own, dispose of and generally deal in concessions, grants, franchises, and contracts of every kind.

To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with, or auxiliary to, the foregoing business.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The foregoing especially enumerated powers shall not be considered a limitation of powers, but shall be in addition to and cumulative with any and all present and future powers provided by law in the State of Florida and generally controlling inherent and vested powers and rights of corporations for profit.

#### **CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 600 shares and each share shall be the par value of \$1.00. The stock of this corporation shall be common stock and shall be fully paid and non-assessable. The transfer or other

disposal of stock of this corporation shall not be legal, valid or binding unless a record of such transfer or disposal is recorded in the books of the corporation.

**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The street address of the initial registered office of this corporation is **2929 East Commercial Boulevard, Suite 604, Fort Lauderdale, Florida 33308** and the name of the initial registered agent at that address is **ARTHUR W. LAMBERTUS**.

**BOARD OF DIRECTORS**

The business of this corporation shall be conducted by a Board of Directors which shall consist of **two (2)** member or members; but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-Laws of the corporation. The members of the Board of Directors need not be stockholders of the corporation.

The name and mailing address of each initial member of the first Board of Directors who shall hold office until the first annual meeting or until such member's successor is elected and qualified, are set forth below:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>JOHN L. GIORGI</b>	<b>2415 Northwest 30th Street Boca Raton, Florida 33431</b>
<b>CHARLES B. SERABIAN</b>	<b>11950 Northwest 6th Street Plantation, Florida 33325</b>

**INCORPORATOR**

The name and mailing address of the Incorporator of the corporation is:

**NAME**

**ARTHUR W. LAMBERTUS**

**ADDRESS**

**2929 E. Commercial Blvd. Suite 604  
FL. Lauderdale, Florida 33308**

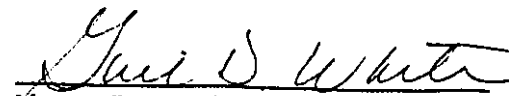
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal  
this 8<sup>th</sup> day of March, 1995.

  
\_\_\_\_\_  
**ARTHUR W. LAMBERTUS**

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **ARTHUR W. LAMBERTUS**, who is personally known to me, and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, and who did take an oath.

WITNESS my hand and Official seal in the State of Florida, this 8 day of March, 1995.

  
\_\_\_\_\_  
Notary Public, State of Florida



**RESIDENT AGENT DESIGNATION**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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:

That **SUBWAY ASSOCIATES, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **2415 Northwest 30th Street, Boca Raton, Florida 33431** has named **ARTHUR W. LAMBERTUS** located **2929 East Commercial Boulevard, Suite 604, Fort Lauderdale, Florida 33308**, as its agent to accept service of process within Florida.

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

**INCORPORATOR:**

*[Signature]*

**DATE:**

3/8/75

**RESIDENT AGENT:**

*[Signature]*

**DATE:**

3/8/75

**FILED**  
95 MAR -3 PM 11:40  
CLERK  
CITY OF MIAMI