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APR 11 1995
STATE
FLORIDA

April 11, 1995

Secretary of State, Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

4000001415024
-04/13/95-01038- 020
***122.50 ***122.50

Re: SUBWAY 15044, INC.

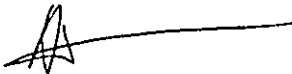
Dear Sir/Madam:

Enclosed herewith is an original and copy of the Articles of Incorporation, together with the original Certificate Designating Resident Agent with regard to the above-referenced corporation.

Also enclosed is my corporate check in the amount of \$122.50, representing the required filing fees.

If all is in order, please file the enclosed instruments in your records and return a certified copy of the Articles of Incorporation and the Certificate to this office.

Very truly yours,



Arthur W. Lambertus

AWL:gdw
Enclosures
CC: Mr. Charles B. Serabian

4/18/95



ARTICLES OF INCORPORATION
OF
SUBWAY 15044, INC.

FILED
APR 13 PM 2:55
SECRETARY OF STATE
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 15044, INC.. The mailing address is 11950 Northwest 6th Street, Plantation, Florida 33325.

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:

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

INCORPORATOR

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

NAME

ADDRESS

ARTHUR W. LAMBERTUS

2929 E. Commercial Blvd. Suite 604
Ft. Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal
this 11th day of April, 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 11th day of
April, 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.

95 APR 11 1995
FALLS CHURCH, VA
SECRET
PM 2:55

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **SUBWAY 15044, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **11950 Northwest 6th Street, Plantation, Florida 33325** 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:

AS

DATE:

April 11, 1995

RESIDENT AGENT:

AS

DATE:

April 11, 1995