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**BOARD CERTIFIED IN REAL ESTATE
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12750 FOREST HILL BOULEVARD
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RESPOND TO:
WELLINGTON OFFICE

January 10, 1996

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Subway 1581 Corporation

200001687152
-01/11/96--01083--019
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the original and a duplicate copy of the Articles of Incorporation of the above-captioned proposed corporation. The duplicate has been subscribed and acknowledged by the incorporator in the same manner as the original.

A check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

TOTAL \$122.50

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to me.

Very truly yours,

Dufresne & Witkowski, P.A.

Donald P. Dufresne

DPD/ms

cc: Mr. Ken Porto

Lim/SOS/Recording

FILED
96 JAN 11 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUBWAY 1581 CORPORATION**

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96 JAN 11 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUBWAY 1581 Corporation

The address of the principal office of this corporation shall be:

6039 Lake Worth Road, Greenacres, Florida 33467

and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business related to general business.

ARTICLE III. AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 500 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 12788 Forest Hill Boulevard, Suite 2003, Wellington, Florida 33414, and the name of the initial registered agent of the corporation at that address is Donald P. Dufresne, Esquire.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three (3) Directors, initially. The name and street address of the members of the Board of Directors is:

Ken Porto	2737 Yarmouth Drive West Palm Beach, Florida 33414
David Porto	2659 Yarmouth Drive West Palm Beach, Florida 33414
Michael Vulcano	57 Moore Lane Northboro, MA 01532

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President:	Ken Porto
Vice President:	Michael Vulcano
Secretary:	David Porto
Treasurer:	David Porto

ARTICLE VIII. INCORPORATOR

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

Donald P. Dufresne, Esquire
Dufresne & Witkowski, P.A.
12788 Forest Hill Boulevard, Suite 2003
Wellington, Florida 33414

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this ____ day of January, 1996.

By: 
Donald P. Dufresne, Incorporator

FILED
96 JAN 11 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, BUNNATON, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 12788 Forest Hill Boulevard, Suite 2003, Wellington, Florida 33414 has named Donald P. Dufresne, Esquire, located at 12788 Forest Hill Boulevard, Suite 2003, Wellington, Florida 33414, as its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: _____


Donald P. Dufresne, Esquire
Registered Agent