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PERRY D. MONIOUDIS
ATTORNEY AT LAW

288 N. UNIVERSITY DRIVE
PEMBROKE PINES, FLORIDA 33024

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January 12, 1996

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SUBWAY 18355, INC.

Dear Sir or Madam:

Enclosed herewith please find one original and two copies of Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50, representing the fees for filing, obtaining a certified copy and registered agent designation.

Please have one of these copies stamped as received and returned to my office. A self-addressed postage stamped envelope is enclosed for your convenience. Should you have any questions with regard to this filing, please do not hesitate to call.

Very truly yours,

Perry D. Monioudis
Perry D. Monioudis

PDM/sdl

Enclosures
cc: Tim Johnson

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ARTICLES OF INCORPORATION

OF

SUBWAY 18355, INC.

ARTICLE I

NAME OF CORPORATION

The name of this organization shall be SUBWAY 18355, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general purpose for which this corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV

AUTHORIZED SHARES

The total authorized capital stock of this corporation shall consist of 100 shares of Common Stock, par value \$0.01 per share.

ARTICLE V

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

business shall be determined by the initial Board of Directors.

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE

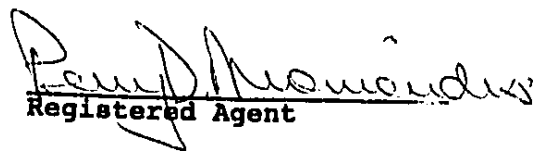
The address of the principal office of the Corporation is:

11590 S.W. 94th Avenue
Miami, Florida 33176

ARTICLE VII

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 235 North University Drive, Pembroke Pines, Florida 33024, and the initial registered agent of this Corporation at that address shall be Perry D. Monicudis, Esq., who, by his signature below accepts this designation.


Registered Agent

ARTICLE VIII

NUMBER OF DIRECTORS

This corporation shall have not less than one (1) director.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors is:

NAME

ADDRESSES

TIMOTHY E. JOHNSON

11590 S.W. 94TH AVENUE
MIAMI, FLORIDA 33176

ARTICLE X

INCORPORATOR

The name and street address of the person signing these
Articles of Incorporation is:

NAME

ADDRESS

TIMOTHY E. JOHNSON

11590 S.W. 94TH AVENUE
MIAMI, FLORIDA 33176

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal,
this 12th day of January, 1996.

Timothy E. Johnson
TIMOTHY E. JOHNSON

STATE OF FLORIDA

COUNTY OF Broward

SS:

The foregoing instrument was acknowledged before me this 12th
day of January, 1996, by TIMOTHY E. JOHNSON, the Incorporator
and who executed the foregoing Articles of Incorporation, and who
is personally known to me or who produced as
identification and who did (did not) take an oath.

NOTARY PUBLIC

Sign: *Perry D. Monioudis*

Print: PERRY D. MONILOUDIS

My Commission Expires:

(SEAL)



PERRY D. MONILOUDIS
COMMISSION # CC 503078
EXPIRES DEC 5, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.