

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086

CSC networks
PREFERRED
LEGAL & FINANCIAL SERVICES

P96000035854

ACCOUNT NO. : 072100000032

REFERENCE : 927400 9267A

AUTHORIZATION :

COST LIMIT : \$ 122.50

DIVISION OF CORPORATE & FINANCIAL SERVICES

ORDER DATE : April 22, 1996

ORDER TIME : 11:27 AM

ORDER NO. : 927400

CUSTOMER NO: 9267A

CUSTOMER: Wm. Middlethon, Jr., Esq
WILLIAM R. MIDDELTHON, JR., ESQ

400001798864

5th Floor, Coconut Grove Bank
2701 South Bayshore Drive
Miami, FL 33133-5387

DOMESTIC FILING

NAME: MONTERO-FERNANDEZ J.J.'S
SUBWAY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

Dmc 4/25/96

FILED
95 APR 24 PM 2:24
SEC. OF STATE
TALLAHASSEE, FLORIDA

FILED

96 APR 24 PM 2:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MONTERO-FERNANDEZ J.J.'S SUBWAY, INC.

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:

MONTERO-FERNANDEZ J.J.'S SUBWAY, INC.

The address of the principal office of this corporation shall be 7713 Southwest 129th Place, Miami, Florida 33183 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to purchase, own, operate, manage and or lease a restaurant or restaurants and this corporation may also engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7713 Southwest 129th Place, Miami, Florida 33183, and the name of the initial registered agent of the corporation at that address is Ana Montero.

ARTICLE V. TERM OF EXISTENCE

This 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 four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

| | |
|----------------------------|--|
| Ana Montero Dir. | 7713 Southwest 129th Place Miami, Florida 33183 |
| Jerardo H. Montero Dir. | Same |
| Fernando Fernandez Dir. | Same |
| Migaly Fernandez Dir. | Same |

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on April 24, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

LRD/vlp

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 APR 24 PM 2:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISION OF SECTION 807.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is: Montero-Fernandez J.J.'s Subway, Inc.

2. The name and address of the registered agent and office is _____

Ana Montero
(Name)

7713 SW 129 Place
(P.O. Box not acceptable)

Miami, FL 33183
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL

1301 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0191 FAX

800-342-8086

CSC networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 927408 9267A

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 35.00

ORDER DATE : April 22, 1996

ORDER TIME : 1:51 PM

ORDER NO. : 927408

CUSTOMER NO: 9267A

CUSTOMER: Wm. Middlethon, Jr., Esq
William R. Middelthorpe, Jr., esq
5th Floor, Coconut Grove Bank
2701 South Bayshore Drive
Miami, FL 33133-5387

200001855042

DOMESTIC AMENDMENT FILING

NAME: MONTERO-FERNANDEZ J.J.'S
SUBWAY, INC.

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 JUN -7 AM 11:36

FILED

6/7

Joy Amend

FILED
66 JUN -7 AM 11:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE VI of the Articles of Incorporation of
MONTERO-FERNANDEZ J.J.'S SUBWAY, INC. shall be amended to read as
follows:

ARTICLE VI. DIRECTORS

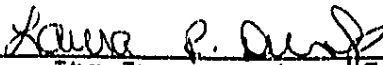
All corporate powers shall be exercised by or under
the authority of, and the business and affairs of the
corporation managed under the direction of its Board of
Directors, subject to any limitation set forth in these
Articles of Incorporation. This corporation shall have
four Directors. The names and addresses of the
members of the Board of Directors are:

| | |
|----------------------------|--|
| Ana Montero Dir. | 7713 Southwest 129th Place Miami, Florida 33183 |
| Gerardo H. Montero Dir. | Same |
| Fernando Fernandez Dir. | Same |
| Magaly Fernandez Dir. | Same |

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 6th day of June, 1996.


BY: Its Incorporator, Corporation
Service Company
Its Agent, Laura R. Dunlap

vlp