

1201 HAYN STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0191 FAX

800-342-8086



networks

P96000055275

PROVIDENCE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 004512-10072A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : June 28, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 004512

600001879506

CUSTOMER NO: 10072A

CUSTOMER: Arthur Lambertus, Esq  
LAMBERTUS & LAMBERTUS

Suite 604  
2929 East Commercial Boulevard  
Fort Lauderdale, FL 33308

FILED  
95 JUN 28 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SUBWAY 18162, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

Dmc 6/28/96

RECEIVED  
96 JUN 28 PM 12:10  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
SUBWAY 18162, INC.**

**FILED**  
96 JUN 28 PM 4:07  
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:**

**ARTICLE I  
NAME**

**The name of the corporation shall be SUBWAY 18162, INC.. The principal office of the corporation is 11950 Northwest 6th Street, Plantation, Florida 33325 and the mailing address of the corporation is 11950 Northwest 6th Street, Plantation, Florida 33325.**

**ARTICLE II  
DURATION**

**The term of existence is perpetual.**

**ARTICLE III  
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.**

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### **ARTICLE IV - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **ARTICLE V - DURATION**

This corporation shall exist perpetually.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be:

201 East Pine Street, Suite 1200  
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Byrd F. Marshall, Jr.

**ARTICLE VI  
INCORPORATOR**

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

**NAME**

**ADDRESS**

**ARTHUR W. LAMBERTUS**

**2929 East Commercial Boulevard, Suite 604  
Fort Lauderdale, Florida 33308**

**ARTICLE VII  
INDEMNIFICATION**

This corporation shall indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

**ARTICLE VIII  
AFFILIATED TRANSACTIONS**

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transaction.

**ARTICLE IX  
CONTROL SHARE ACQUISITIONS**

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal  
this 27 day of June, 1996.

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

FILED

**RESIDENT AGENT DESIGNATION**

96 JUN 28 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 18162, 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:**



**DATE:**

June 27, 1996

**RESIDENT AGENT:**



**DATE:**

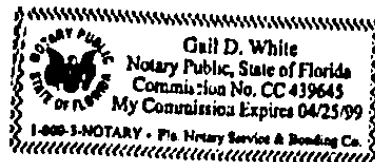
June 27, 1996

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 Fort Lauderdale, State of Florida this 27  
day of June, 1996.

  
Notary Public, State of Florida



**ARTICLE IV**  
**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**.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The business of this corporation shall be conducted by a Board of Directors which shall consist of two (2) 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:

**NAME**

**ADDRESS**

**CHARLES B. SERAFIAN**

**11950 Northwest 6th Street  
Plantation, Florida 33325**

**JOHN L. GIORGI**

**2415 Northwest 30th Street  
Boca Raton, Florida 33431**