

**SMITH  
SAUER  
DEMARIA  
& JOHNSON**  

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**ATTORNEYS AT LAW**

P96000058004

July 5, 1996

*G. Thomas Smith  
Board Certified  
Real Estate Attorney*

RECEIVED FILED  
DIVISION OF STATE  
CORPORATE RECORDS  
JUL 8 8 52  
TALLAHASSEE, FLORIDA

Secretary of State  
Corporate Records Division  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

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-07/09/96--01101--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Subway of Crestview I, Inc.

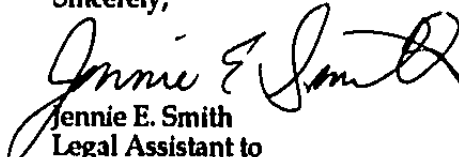
Gentlemen:

Enclosed is the signed original and a copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a date-stamped copy to me as evidence of filing.

If you have any questions, please do not hesitate to contact us at (904) 434-2761.

Sincerely,

  
Jennie E. Smith  
Legal Assistant to  
G. Thomas Smith

/js  
Enclosures

JS  
7/10

ARTICLES OF INCORPORATION  
OF  
SUBWAY OF CRESTVIEW I, INC.

RECEIVED  
SECRETARY OF STATE  
CORPORATION DIVISION  
JUL - 8 AM 8:52

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is SUBWAY OF CRESTVIEW I, INC.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To establish, maintain, conduct, and operate the business of a sandwich shop; to prepare and sell foods and beverages of all kinds and to do all things incidental and necessary to the operations of a sandwich shop.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation

is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

#### ARTICLE IV-CAPITAL STOCK

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 \$1.00 par value common stock.

#### ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 510 East Zaragoza Street, Pensacola, FL 32501. The name of the initial registered agent for the corporation at that address is G. THOMAS SMITH. The principal office of the corporation shall be 65 Baybridge Park, Gulf Breeze, FL 32561.

#### ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this

corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
R. SCOTT BOULTON	65 Baybridge Park Gulf Breeze, FL 32561

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
R. SCOTT BOULTON	65 Baybridge Park Gulf Breeze, FL 32561

ARTICLE VIII-BYLAWS

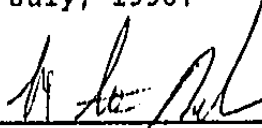
The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles

of Incorporation on this 5th day of July, 1996.

  
R. SCOTT BOULTON

SECRET FILED STATE  
DIVISION OF CORPORATIONS  
96 JUL -8 AM 8:52

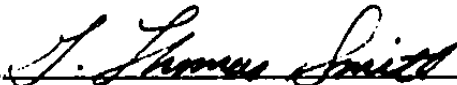
STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared R. SCOTT BOULTON, who ✓ is personally known to me or \_\_\_\_\_ produced a \_\_\_\_\_ a \_\_\_\_\_ identification and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 5th day of July, 1996.



G THOMAS SMITH  
My Commission CC484224  
Expires Jul. 28, 1999  
Bonded by ANB  
800-002-5878

  
NOTARY PUBLIC  
Printed Name: G. Thomas Smith  
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of SUBWAY OF CRESTVIEW I, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.

  
G. THOMAS SMITH