

**SMITH
SAUER
DEMARIA
& JOHNSON**
ATTORNEYS AT LAW

July 5, 1996

G. Thomas Smith
Board Certified
Real Estate Attorney

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

400001887804
-07/09/96--01101--019
*****70.00 *****70.00

RE: Subway of Crestview II, Inc.

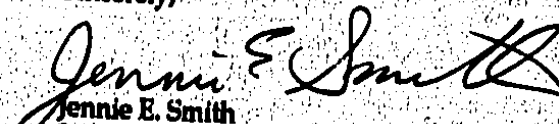
Gentlemen:

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

/s/
Enclosures

ARTICLES OF INCORPORATION
OF
SUBWAY OF CRESTVIEW II, INC.

RECEIVED STATE
DIVISION OF CORPORATIONS
JUN 8 1965

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 II, 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:

NAME

R. SCOTT BOULTON

STREET ADDRESS

65 Baybridge Park
Gulf Breeze, FL 32561

ARTICLES VII-INCORPORATORS

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

NAME

R. SCOTT BOULTON

STREET ADDRESS

65 Baybridge Park
Gulf Breeze, FL 32561

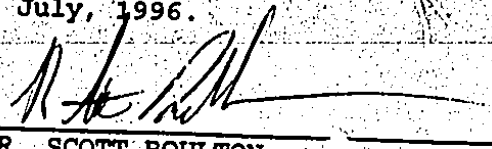
ARTICLE VIII-BYLAWS

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

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 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 00484884
Expires Jul. 20, 1999
Bonded by ANB
800-662-6678

G. Thomas Smith
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 II, 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
G. THOMAS SMITH