

P96000073672

GARY ONORATI & ASSOCIATES, P.A.
ACCOUNTANTS

767 So. State Rd 7
Suite 13
Margato, Fl 33068
(305) 978-9582

August 26, 1996

Corporate Records Bureau or
Division of Corporations
Department of State
409 E Gaines St.
PO Box 6327
Tallahassee, Fl 32399

Capital Connection Inc
417 E Virginia St #1
Tallahassee, Fl 32301
1-800-342-8062
904-224-8870 off
904-222-1222 fax

RE: ARTICLES OF INCORPORATION
SUBWAY 18940, INC.

100001938241
-09/04/96--01093--009
****122.50 ****122.50

GENTLEMEN:

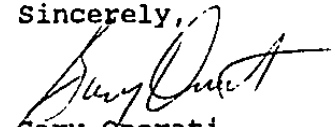
Enclosed herewith are the articles of Incorporation together with a copy of said Articles for **SUBWAY 18940, INC.** and a check in the amount of \$122.50 for the payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified Copy Fee	52.50
Total	\$ 122.50

Please send copies of all correspondence to the above name and address.

Thank you for your kind attention to this matter. If you have any questions, concerning the foregoing, please do not hesitate to call this office.

Sincerely,


Gary Onorati,
Accountant

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MAILED
10/1/96

9-5-96
VB

ARTICLES OF INCORPORATION
OF
SUBWAY 18940, INC.

FILED
\$582-13
FEB 2 1967
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

The undersigned, acting as the Incorporator of a Corporation organized under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be:

SUBWAY 18940, INC.

The principal place of business of this corporation shall be:

8625 NW 57 Court, Coral Springs, Fl 33067

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, each share having a par value of ONE DOLLAR PER SHARE (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - CAPITAL

The amount of capital with which the corporation will begin business will be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

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

8625 NW 57 Court, Coral Springs, Fl 33067

and the name of the initial registered agent of this Corporation at that address is:

ARGYLE ABBOTT

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have two Directors and Officers initially. The number of Directors and Officers may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial Directors and Officers of this Corporation are:

1. ARGYLE ABBOTT
8625 NW 57 Court, Coral Springs, Fl 33067
Director / President, Treasurer
2. WAYNE LEVIN
321 E Hillsboro Blvd, Deerfield Beach, Fl 33441
Director / Vice President, Secretary

ARTICLE VIII - INCORPORATORS

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

1. ARGYLE ABBOTT
8625 NW 57 Court, Coral Springs, Fl 33067

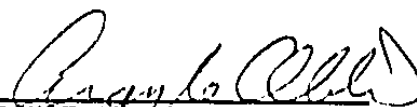
ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREFORE, the undersigned subscriber has executed these Articles of Incorporation, on this day :
August 26, 1996

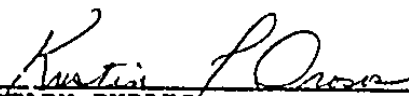


ARGYLE ABBOTT
Incorporator

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

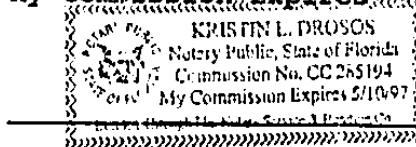
BEFORE ME, a Notary Public authorized to take acknowledgments in and for the State and County set forth above, personally appeared ARGYLE ABBOTT known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledge before me that they executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this day: August 26, 1996



NOTARY PUBLIC,
State of Florida, at Large

My Commission Expires



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In Pursuance of Chapter 607.325, Florida Statutes, the
following is submitted in compliance with said Act:

BE IT KNOWN THAT:

FIRST: That SUBWAY 18940, INC. desiring to organize or
qualify under the laws of the State of Florida, with its
principal offices as indicated in the Articles of
Incorporation, at 8625 NW 57 Court, Coral Springs, Fl 33067,
has named ARGYLE ABBOTT located at 8625 NW 57 Court, Coral
Springs, Fl 33067 as its agent to accept Service of Process
within Florida.

ACKNOWLEDGMENT

Having been named to accept Service of Process for
the above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and I
further agree to comply with the provisions of said Act
relative to keeping open said office.

DATED on this day: August 26, 1996

By: 

ARGYLE ABBOTT
Registered Agent

FILED
56 SEP -3 PM 2:14
STATE
FALLS CHURCH, VA