

L 796000093924
Larry C. Rosenman, C.P.A., P.A.

9927 Robin's Nest Road Boca Raton, Florida 33496 (407) 451-4438

Member in good standing
Florida Institute of Certified Public Accountants

November 12, 1996

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

500002003209--1
-11/13/96--01145--005
*****122.50 *****122.50

Re: Articles of Incorporation - Subway Metrofoods, Inc.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

If you have any questions at all, please feel free to contact me at the above location. I am ...

Sincerely yours,

Larry Rosenman C.P.A.

Larry C. Rosenman C.P.A., P.A.

EFFECTIVE DATE
11-15-96

FILED
96 NOV 13 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

NOV 18 1996. BSB

LCR/br

ARTICLES OF INCORPORATION

OF

Subway Metrofoods, Inc.

FILED
96 NOV 13 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
11-15-96

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Subway Metrofoods, Inc. The principal place of business of this corporation shall be 5335 N. Military Trail #52, West Palm Beach Florida 33407.

ARTICLE II. NATURE OF BUSINESS

This corporation may 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 par value per share.

ARTICLE IV. ADDRESS

The street address of the principal office if known is 5335 N. Military Trail #52, West Palm Beach, Florida 33407

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Gabriel Berlinski 132-62-3117 residing at 17280 Lake Park Road, Boca Raton, Florida 33407.

ARTICLE IX. DIRECTORS

This corporation shall have 1 Director and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until a successor is elected and shall qualify are:

Gabriel Berlinski 132-62-3117 residing at 17280 Lake Park Road, Boca Raton Florida 33487.

ARTICLE X. EFFECTIVE DATE

This corporation shall have an effective date commencing on
November 15, 1996

ARTICLE XI. INCORPORATOR

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

Larry C. Rosenman C.P.A., P.A. 33496

9927 Robin's Nest Road

Boca Raton, Florida 33496

The undersigned authorized agent of Larry C. Rosenman, C.P.A., P.A.
has executed these Articles of Incorporation his hand and seal of
Larry Rosenman C.P.A., P.A. on this day

Larry C. Rosenman, C.P.A., P.A.

By:  _____

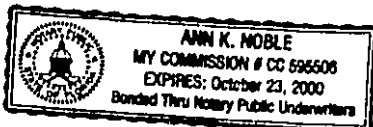
Larry Rosenman C.P.A.,

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day
of November, 1996, by Larry Rosenman C.P.A.

Ann K. Noble

Notary Public, State of Florida



My commission Expires: 10/23/2000

FILED
96 NOV 13 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Designation

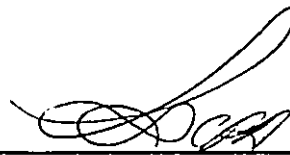
Registered Agent/Registered Office

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 Subway Metrofoods, Inc.
2. The name and address of the registered agent and office is Larry C. Rosenman, C.P.A. residing at 9927 Robin's Nest Road, Boca Raton, Florida 33496

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 obligation of my position as registered agent.

Signature



Date

11/12/96