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November 5, 1996

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-11/19/96--01047--020
****122.50 ****122.50

Re: SUBWAY #19197 CORPORATION
[Articles of Incorporation]

Ladies and Gentlemen:

Enclosed you will find the following:

EFFECTIVE DATE
11-14-96

1. The original plus one copy of the SUBWAY #19197 CORPORATION Articles of Incorporation;
2. Our check in the amount of \$122.50 representing the filing fee; and
3. A stamped self addressed envelope for the return of the filed Articles of Incorporation.

Thank you for your assistance in this matter. Should you have questions, please feel free to contact this office.

Very truly yours,

KELLEY, ALDRICH & WARREN, P.A.

Rosanne S. Bilello
Rosanne S. Bilello
Assistant to RICHARD B. WARREN, ESQ.

rsb
Enclosures

NOV 25 1996 BSB

FILED
96 NOV 18 9:00
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUBWAY #19197 CORPORATION

FILED
96 NOV 18 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

EFFECTIVE DATE
11-14-96

The name of the corporation shall be **SUBWAY #1 '197 CORPORATION**.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation is hereby authorized to carry on and license and authorize others to carry on all or any part of the business specified in this Article, to-wit:

The corporation may engage in any activity or business permitted under the laws of the United States and of the state of Florida; further without limitation;

To conduct all phases of business related to acquisition, construction and development of real property.

The corporation is specifically permitted to engage in any legal business in any other state as well as the state of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES with a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence, which existence shall commence on the date on which these Articles are subscribed and acknowledged, unless the Articles are not filed with the Department of State within five (5) days thereafter, in which case such existence shall commence upon filing.

ARTICLE VI

PRINCIPAL OFFICE

The principal office and place of business of this corporation shall be located at 5105 Woodland Lakes Drive, Palm Beach Gardens, Florida 33418 with the privilege of establishing offices and places of business at other places in the state of Florida or the United States of America or abroad.

ARTICLE VII

DIRECTORS AND OFFICERS

The first Board of Directors of the corporation shall consist of one (1) member as follows:

LOUIS GUGLIOTTA
5105 Woodland Lakes Drive
Palm Beach Gardens, FL 33418

The initial officer of the corporation who shall serve from the commencement of the corporation's existence until their successors are elected and qualified, shall be as follows;

LOUIS GUGLIOTTA

President, Secretary & Treasurer

Directors need not be residents of the state of Florida or stockholders of the corporation. The number of directors after the special meeting for election of directors outlined above, may be increased but not diminished to a number less than ONE (1).

ARTICLE VIII

SUBSCRIBERS

The name and street address of the initial subscriber to the capital stock of the corporation, who is also the person signing, subscribing and acknowledging these Articles of Incorporation as incorporator is as follows:

LOUIS GUGLIOTTA

500 Shares

5105 Woodland Lakes Drive
Palm Beach Gardens, FL 33418

ARTICLE IX

PREEMPTIVE RIGHTS

Shareholders shall have preemptive right to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE X

INCORPORATORS

The name and address of the person signing these Articles as incorporator is:


LOUIS GUGLIOTTA
5105 Woodland Lakes Drive
Palm Beach Gardens, FL 33418

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the corporation, initially, shall be LOUIS GUGLIOTTA, 5105 Woodland Lakes Drive, Palm Beach Gardens, Florida 33418.

IN WITNESS WHEREOF, the above named incorporator has hereunto set his hand and seal
this 14th day of November, 1996.


LOUIS GUGLIOTTA

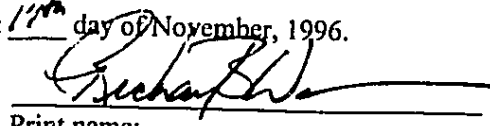
STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

I HEREBY CERTIFY, that on this day personally appeared before me, the undersigned authority, LOUIS GUGLIOTTA to me well known to be the personal described in and who executed the foregoing Articles of Incorporation, and that he acknowledge to and before me that he executed the same of the purposes therein mentioned.

WITNESS my hand and official seal this 14th day of November, 1996.



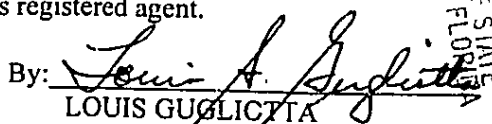
RICHARD B. WARREN
MY COMMISSION # CC453329 EXPIRES
April 29, 1999
BONDED THRU TROY FAIR INSURANCE, INC.


Print name: _____
Notary Public, State of Florida
Commission No: _____

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation herein as registered agent.

Date: November 14th, 1996

By: 
LOUIS GUGLIOTTA

8396

FILED
96 NOV 18 AM 9:00
STATE OF FLORIDA
TALLAHASSEE, FLORIDA