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ACCOUNT NO. : 072100000032

REFERENCE : 311272 10072A

AUTHORIZATION :

Patricia Pignatelli
COST LIMIT : \$ 122.50

ORDER DATE : March 28, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 311272-005

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CUSTOMER NO: 10072A

CUSTOMER: Arthur Lambertus, Esq
LAMBERTUS & LAMBERTUS

Suite 604
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: SUBWAY HEROS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
97 MAR 28 AM 11:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

8N MAR 28 1997

97 MAR 28 1997

**ARTICLES OF INCORPORATION
OF
SUBWAY HEROS, INC.**

FILED
97 MAR 28 AM 11:34
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be **SUBWAY HEROS, INC.**. The principal office of the corporation is **2415 Northwest 30th Street, Boca Raton, Florida 33431**, and the mailing address of the corporation is **2415 Northwest 30th Street, Boca Raton, Florida 33431**.

**ARTICLE II
DURATION**

The term of existence is perpetual.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is **600** shares and each share shall be the par value of **\$1.00**. The stock of this corporation shall be common stock and shall be fully paid and non-assessable. The transfer or other disposal of stock of this corporation shall not be legal, valid or binding unless a record of such transfer or disposal is recorded in the books of the corporation.

**ARTICLE IV
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The street address of the initial registered office of this corporation is **2929 E. Commercial Boulevard, Suite 604, Fort Lauderdale, Florida 33308** and the name of the initial registered agent at that address is **ARTHUR W. LAMBERTUS**.

ARTICLE V
BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors which shall consist of **two (2)** member or members; but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the By-Laws of the corporation. The members of the Board of Directors need not be stockholders of the corporation.

The name and mailing address of each initial member of the first Board of Directors who shall hold office until the first annual meeting or until such member's successor is elected and qualified, are set forth below:

<u>NAME</u>	<u>ADDRESS</u>
JOHN L. GIORGI	2415 Northwest 30th Street Boca Raton, FL 33431
CHARLES B. SERABIAN	11950 Northwest 6th Street Plantation, FL 33325

ARTICLE VI
INCORPORATOR

The name and mailing address of the Incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ARTHUR W. LAMBERTUS	2929 E. Commercial Blvd. Suite 604 Ft. Lauderdale, FL 33308

ARTICLE VII
INDEMNIFICATION

This corporation shall indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

ARTICLE VIII
AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX
CONTROL SHARE ACQUISITIONS

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 27 day of March, 1997

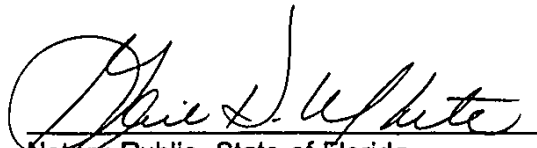


ARTHUR W. LAMBERTUS

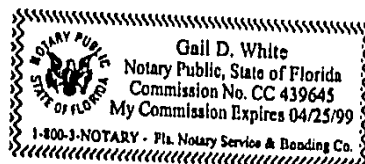
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **ARTHUR W. LAMBERTUS**, who is personally known to me, and who executed the foregoing **Articles of Incorporation** and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, and who did take an oath.

WITNESS my hand and Official seal in Broward County, State of Florida this 27 day of March, 1997.



Notary Public, State of Florida
My Commission Expires:



REGISTERED AGENT DESIGNATION

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **SUBWAY HEROS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **2415 Northwest 30th Street, Boca Raton, Florida 33431** has named **ARTHUR W. LAMBERTUS** located **2929 E. Commercial Boulevard, Suite 604, Fort Lauderdale, Florida 33308**, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

INCORPORATOR:

DATE: 3/27/97



ARTHUR W. LAMBERTUS

REGISTERED AGENT:

DATE: 3/27/97



ARTHUR W. LAMBERTUS

FILED
97 MAR 28 AM 11:34
TALLAHASSEE, FLORIDA