

PAUL E. RIFFEL

Attorney at Law

P97000044794

May 15, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 15 PM 3:53

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

RE: QUIZNO'S OF SOUTH TAMPA

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****122.50 ****122.50

Dear Sir:

Enclosed herewith for filing are the original and one copy of the Articles of Incorporation for the above-captioned corporation. Also enclosed is my check in the amount of \$122.50 representing the filing fees related to same. If these meet with your approval, kindly return the certified copy to my office. If you should have any questions, please do not hesitate to contact me.

Thank you for your cooperation.

Very truly yours,

Paul E. Riffel
PAUL E. RIFFEL

PER/jd

Enclosures

P.S. Please Adex back to me
in enclosed envelope.

Divorce / Real Property / Bankruptcy

D. BROWN MAY 20 1997

1319 West Fletcher Avenue • Tampa, Florida 33612 • (813) 265-1185

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**ARTICLES OF INCORPORATION
OF
QUIZNO'S OF SOUTH TAMPA, INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation in accordance with the provisions of Chapter 607, Florida Statutes, as amended from time to time by the Legislature of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be **QUIZNO'S OF SOUTH TAMPA, INC.** with a principal place of business at 1155 South Dale Mabry Highway, Tampa, Florida 33629.

ARTICLE II

Duration

The term of existence of the corporation is perpetual.

ARTICLE III

Purpose

The general nature of business, objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could, viz:

To purchase, lease, own or otherwise acquire real estate, and to mortgage and encumber the same; to erect, manage, care for,

maintain, and extend and alter buildings thereon; to sell, contract for the sale and to convey real estate and interest therein; to borrow and lend money and to negotiate loans; to draw acceptances, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise; to subscribe for, take, acquire, hold, exchange and deal in stocks, bonds, shares, obligations or securities of any government or authority, individual or corporation; to act as agents or brokers in the purchase and sale of any and all kinds of property, real or personal, and to charge and receive commissions therefore, and generally to make and perform contracts of any kind and description; to execute deeds of conveyance, assignments, lease and release and extend and to receive any contracts or assignments of contracts therefore or relating thereto or connected therewith; to mortgage, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, deliver or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of any and every class and description wherever situate; and to act as agent, factor or commission merchant in the purchase and sale of goods, wares, merchandise and personal property of any kind and every class and nature whatsoever herein set out, by or through agents and/or subsidiary corporations; to develop and to do contracting and construct construction through the State of Florida and to do any and all things herein set forth to the same extent as natural persons might or could do as principals or agents,

contractors, or otherwise, and generally to execute such powers as may be vested in or incident to the business of a corporation under the laws of the State of Florida.

The enumeration of the special powers herein set forth shall not be considered as a limitation upon the powers of this corporation, but in addition thereto, said corporation shall have all the powers authorized and usually granted to corporations organized under the laws of the State of Florida.

ARTICLE IV

Corporate Stock

The aggregate number or shares which this corporation is authorized to have outstanding at any time is 500 shares, which shall all be common stock and shall have a par value of 10 cents per share.

ARTICLE V

Initial Registered Office and Agent

The initial registered office of this corporation shall be JEFFREY RUBENSTEIN, and the name of its initial registered agent at such address is JEFFREY RUBENSTEIN, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

Powers and Authority of Directors

The Directors shall have the power to hold their meetings and to have one or more offices and keep the books of the corporation,

except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the by-laws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporations and one or more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, have a financial interest, shall be void or voidable for this reason or solely because the Director or Officer is present at or participates in the meeting of the board or committees thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board or Directors of the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Director or Directors; or
- (b) The material facts as to his interest and to the contract or transaction are disclosed or are known to the Stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by

a vote of the stockholders; or

- (c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Stockholders.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE VII

Preemptive Rights Granted

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation.

ARTICLE VIII

Initial Board of Directors

QUIZNO'S OF SOUTH TAMPA, INC. shall be managed by a Board of Directors. This corporation shall be managed by a Board of two Directors initially. The number of directors may be either increased or decreased or diminished from time to time by the By-Laws but shall never be less than one and the name and address of each Directors is:

JEFFREY RUBENSTEIN
1155 SOUTH DALE MABRY HIGHWAY
SUITE 3A
TAMPA, FLORIDA 33629

GLENN MULLER
11A HAYDEN AVENUE
GREAT NECK, NEW YORK 10024

ARTICLE IX

Indemnification

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the 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.

ARTICLE XI

Officers as Directors

All Officers of this corporation may be Directors.

ARTICLE XII

Officers

The following named persons shall act as officers of this corporation, until their successors have been chosen and duly qualified.

JEFFREY RUBENSTEIN	PRESIDENT
GLENN MULLER	VICE PRESIDENT
TINA MULLER-RUBENSTEIN	SECRETARY/TREASURER

ARTICLE XIII

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

JEFFREY RUBENSTEIN 1155 South Dale Mabry Hwy. Suite 3A
Tampa, Florida 33629.

ARTICLE XIV

Action Without Meeting

Any action by the Board of Directors of this Corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minute of the proceedings of the Board, whether done before or after the action is taken.

ARTICLE XV

Rights of Shares of Stock

The preferences, limitations, and relative rights of the shares or stock shall be as follows:

- (a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, common stock shall have a right to a share of the assets available to the common stockholders. This is subject to any senior security or debtholder. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets or any purchase of redemption of shares of the corporation shall not be regarded as a "liquidation, dissolution or winding up" within the meaning of this paragraph.

- (b) The Board of Directors shall determine the amount of earnings and profits which is to be quarterly/annually distributed at their discretion in the form of dividends to the Shareholders.
- (c) Any corporate action upon which a vote of Stockholders is required or permitted may be taken without a meeting or vote of the Stockholders within the written consent of Stockholders.

ARTICLE XVI

Assignment of Stock

The original incorporators of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of MAY, 1997.


JEFFREY RUBENSTEIN
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, A Notary Public authorized to take to take

acknowledgements in the State and County set forth above, personally appeared JEFFREY RUBENSTEIN, who produced a driver's license as identification and who executed the foregoing and he has acknowledged to me that he executed these Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on this 15th day of MAY, 1997.



Paul E Riffel
My Commission CC578811
Expires Aug. 11, 2000

Paul E Riffel
NOTARY PUBLIC

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act:

That QUIZNO'S OF SOUTH TAMPA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Certificate of Incorporation, at the City of Tampa, County of Hillsborough, State of Florida, has named JEFFREY RUBENSTEIN 1155 South Dale Mabry Hwy. Suite 3A, Tampa, florida 33629, its Registered Agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above-named corporation at the place designated in the foregoing Articles of Incorporation, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JEFFREY RUBENSTEIN

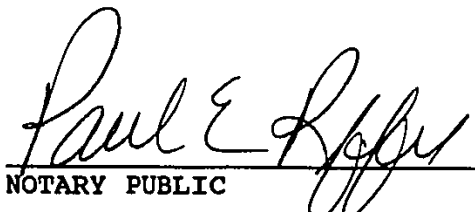
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared **JEFFREY RUBENSTEIN**, who produced a driver's license as identification, and who, after being duly sworn, deposes and says that he has read the foregoing Articles of Incorporation and that the matters contained therein are true and correct.

SWORN TO AND SUBSCRIBED before me this 15th day of May

_____, 1997.



NOTARY PUBLIC



Paul E Rittol
My Commission CC575811
Expires Aug. 11, 2000

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