

P98000035559



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 787125 10072A

AUTHORIZATION :

*Patricia Pignatelli*

COST LIMIT : \$ 122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 20 PM 11:45

ORDER DATE : April 20, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 787125-005

CUSTOMER NO: 10072A

CUSTOMER: Arthur Lambertus, Esq  
LAMBERTUS & LAMBERTUS

500002493115--1

Suite 604  
2929 East Commercial Boulevard  
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: SUBWAY RNR, 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: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED  
98 APR 20 AM 10:38  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*C* 4/20/98

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

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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 RNR, INC..** The principal office of the corporation is **3863 N.W. 7th Place, Deerfield Beach, Florida 33442** and the mailing address of the corporation is **3863 N.W. 7th Place, Deerfield Beach, Florida 33442.**

**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 **500** 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 **3863 N.W. 7th Place, Deerfield Beach, Florida 33442** and the name of the initial registered agent at that address is **Nancy Garofolo**.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The business of this corporation shall be conducted by a Board of Directors which shall consist of **two (2)** 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:

**NAME**

**ADDRESS**

**Raymond Garofolo**

**3863 N.W. 7th Place  
Deerfield Beach, Florida 33442**

**Nancy Garofolo**

**3863 N.W. 7th Place  
Deerfield Beach, Florida 33442**

**ARTICLE VI**  
**INCORPORATOR**

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

**NAME**

**Nancy Garofolo**

**ADDRESS**

**3863 N.W. 7th Place  
Deerfield Beach, Florida 33442**

**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 her hand and seal this 7<sup>th</sup> day of **April, 1998**.

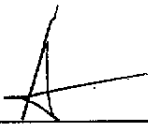
  
**NANCY GAROFOLO**

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, **NANCY GAROFOLO**, who is personally known to me or who has produced a drivers License as identification, and who executed the foregoing **Articles of Incorporation** and acknowledged before me that she 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, Florida** this 7<sup>th</sup> day of April, 1998.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



**Arthur W. Lambertus**  
MY COMMISSION # CC571541 EXPIRES  
July 22, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

**REGISTERED AGENT DESIGNATION**

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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 RNR, INC.**, desiring to organize or qualify under the laws of the  
State of Florida, with its principal place of business at **3863 N.W. 7th Place,**  
**Deerfield Beach, Florida 33442** has named **NANCY GAROFOLO** located **3863**  
**N.W. 7th Place, Deerfield Beach, Florida 33442** 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:

Nancy Garofolo  
NANCY GAROFOLO

DATE: 4/7/98

REGISTERED AGENT:

Nancy Garofolo  
NANCY GAROFOLO

DATE: 4/7/98