

P98000088478



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 997258 10072A

AUTHORIZATION :

Patricia Pizutti

COST LIMIT : \$ 78.75

ORDER DATE : October 15, 1998

ORDER TIME : 12:18 PM

ORDER NO. : 997258-005

CUSTOMER NO: 10072A

CUSTOMER: Arthur Lambertus, Esq  
LAMBERTUS & LAMBERTUS  
LAMBERTUS & LAMBERTUS  
Suite 604  
2929 East Commercial Boulevard  
Fort Lauderdale, FL 33308

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 15 AM 9:56

DOMESTIC FILING

NAME: SUBWAY IFGA, INC.

100002664971--4

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: Jeanine Reynolds

EXAMINER'S INITIALS:

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98 OCT 15 PM 4:14  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**SUBWAY IFGA, 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 IFGA, INC.** The principal office of the corporation is **7540 N.W. 5th Street, Suite One, Plantation, Florida 33317**, and the mailing address of the corporation is **7540 N.W. 5th Street, Suite One, Plantation, Florida 33317**.

**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 **300** 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 East Commercial Boulevard, Suite 604, Ft. 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)** 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:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>CHARLES B. SERABIAN</b>	<b>7540 N.W. 5th Street, Suite One Plantation, Florida 33317</b>
<b>JOHN L. GIORGI</b>	<b>2415 N.W. 30th Street Boca Raton, Florida 33431</b>

**ARTICLE VI**  
**INCORPORATOR**

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

**NAME**

**ADDRESS**

**ARTHUR W. LAMBERTUS**

**2929 East Commercial Boulevard  
Suite 604  
Ft. Lauderdale, Florida 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.

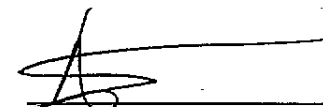
**ARTICLE VIII**  
**AFFILIATED TRANSACTIONS**

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 14 day of October, 1998.

  
\_\_\_\_\_  
Arthur W. Lambertus

STATE OF FLORIDA

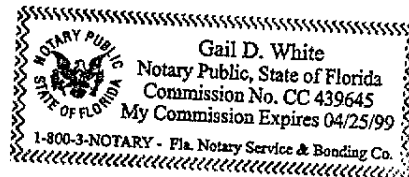
COUNTY OF BROWARD

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 or who has produced a \_\_\_\_\_ as identification, 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 14 day of October, 1998.

  
Notary Public, State of Florida

My Commission Expires:



**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 IFGA, INC.**, desiring to organize or qualify under the laws of  
the State of Florida, with its principal place of business at **7540 5th Street, Suite  
One, Plantation, Florida 33317** has named **ARTHUR W. LAMBERTUS** located  
**2929 East Commercial Boulevard, Suite 604, Ft. 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:

  
ARTHUR W. LAMBERTUS

DATE: 10/14/98

REGISTERED AGENT:

  
ARTHUR W. LAMBERTUS

DATE: 10/14/98