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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

QUIZNOS ALTAMONTE, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

1/5/99
[Signature]

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

QUIZNOS ALTAMONTE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8522 BLACK MESA DRIVE
ORLANDO, FL. 32829

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

6,000.00 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

SILVIA STAMMEL
8522 BLACK MESA DRIVE
ORLANDO, FL. 32829

Prepared by: Ledger Plus
632 N. Semoran Blvd.
Orlando, FL 32807
(407) 384-2234

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MARK STAMMEL
8522 BLACK MESA DRIVE
ORLANDO, FL. 32829

SILVIA STAMMEL
8522 BLACK MESA DRIVE
ORLANDO, FL. 32829

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

4 day of JANUARY, 19 99

x S. Stammel
Signature

H. Stammel
Signature

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: QUIZNOS ALTAMONTE, INC.

2. The name and address of the registered agent and office is:

SILVIA STAMMEL

(Name)

8522 BLACK MESA DRIVE

(P.O. Box not acceptable)

ORLANDO, FL 32829

(City, State, Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designed in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

S. Stammel

(Signature)