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April 13, 1999

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

RE: Incorporation of Quizno's of Alachua County, Inc.

To Whom It May Concern:

Enclosed please find the following documents for the above referenced corporation:

- (1) Articles of Incorporation;
- (2) Certificate of Designation of Registered Agent/Registered Office;
- (3) a check in the amount of \$122.50 to cover the cost of the filing fee, the designation of registered agent, and a certified copy.

Please let me know if you need more information.

Sincerely,

RICHARD T. JONES, P.A.

Elizabeth F. Hodge

Elizabeth F. Hodge

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Quizno's of Alachua County, Inc.

ARTICLE I. NAME AND ADDRESS

The name of this corporation is Quizno's of Alachua County, Inc. The address of the principal office of the corporation is 6921 Newberry Road, Gainesville, Florida 32610.

ARTICLE II. DURATION

The period of duration of the corporation is perpetual.

ARTICLE III. POWERS

The corporation is organized for the purposes of transacting any and all useful business. The corporation shall be managed by a Board of Directors. Subject to any specific written limitations or restrictions imposed by law or these articles, the Board shall direct the carrying out of the purposes of the corporation and exercise all powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE IV. STOCK

The maximum number of shares this corporation is authorized to issue is 100 shares with a par value of \$5.00 per share. All shares shall be common shares and shall be identical with each other in every respect. The holders of shares shall be entitled to one vote per each share held on all matters on which the shareholders have a right to vote. Certificates of stock shall be signed by the president or the vice-president jointly with the secretary and the seal of the corporation shall be impressed on the stock certificates. The holders of shares of the corporation shall have preemptive rights to purchase any shares of the corporation hereafter issued or any security exchangeable for or convertible into such shares or any other instrument evidencing rights or options to subscribe for purchase or otherwise acquire such shares.

ARTICLE V. BYLAWS

The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors except where the shareholders specifically provide in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board. The corporation shall indemnify any former officer or director to the full extent permitted by law. At a special meeting of shareholders called expressly for that purpose, directors may be removed in the manner provided by the bylaws. The corporation shall have the right to amend these articles in any way now or hereafter permitted by law or as provided in the bylaws.

ARTICLE VI. ORGANIZING DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the bylaws. The name and address of the initial directors of this corporation are Earl Travis Butcher, 6921 Newberry Road, Gainesville, Florida 32610, and Shelby Joe Butcher, 6921 Newberry Road, Gainesville, Florida 32610.

ARTICLE VII. REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of the corporation is Richard T. Jones, 912 N.E. 2nd Street, Gainesville, Florida 32601.

ARTICLE VIII. SUBCHAPTER S STATUS

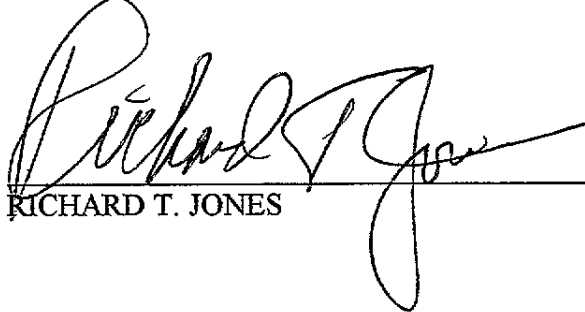
The corporation is authorized to issue only one (1) class of stock and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons; (b) estates; or (c) a trust as described in 25 USCS Section 1361 as amended or any other amendment to the Internal Revenue Code which defines a qualified "small business corporation". No stock shall be issued or transferred to a non-resident alien.

ARTICLE IX.

The shareholders shall have the right to treat the initial investment of property as provided for under Section 1244 of the Internal Revenue Code.

ARTICLE X. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Richard T. Jones, 912 N.E. 2nd Street, Gainesville, Florida 32601.

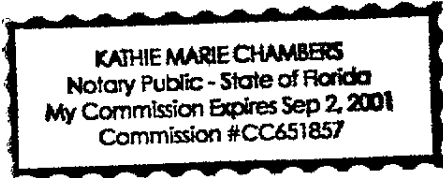

RICHARD T. JONES

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 29th day of

March, 1999, by Richard T. Jones.

(S E A L)



Kathie Marie Chambers
Notary Public, State of Florida

Personally known ☒
or Produced Identification ☐

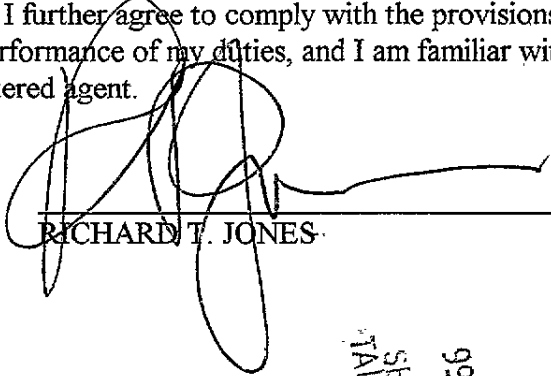
Type of Identification Produced _____

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: Quizno's of Alachua County, Inc.
2. The name and street address of the registered agent and office is: Richard T. Jones, 912 N.E. 2nd Street, Gainesville, Florida 32601.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the 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.



RICHARD T. JONES

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TALLAHASSEE, FLORIDA