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[†]CERTIFIED PUBLIC ACCOUNTANT

August 3, 1999

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*****78.75 *****78.75

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Quizno's Space Coast, Inc.

To Whom It May Concern:

You will find enclosed the original and one copy of the Articles of Incorporation of Quizno's Space Coast, Inc. Also enclosed is our trust account check in the amount of \$78.75 to cover the cost of filing and a certified copy of the Articles.

Your assistance in this matter is appreciated.

Very truly yours,

KRASNY AND DETTMER

Sharon Riccucci
Sharon Riccucci, Secretary to
Scott Krasny

/sr
encs.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CB
7/16/99

ARTICLES OF INCORPORATION
OF
QUIZNO'S SPACE COAST, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby subscribe to the formation of a corporation under the laws of the State of Florida.

ARTICLE I
Name

The name of this Corporation is QUIZNO'S SPACE COAST, INC.

ARTICLE II
Term of Existence

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III
Purpose

The purpose of this corporation is to engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 304 S. Harbor City Boulevard, Suite 201, Melbourne, FL 32901, and the name of the initial registered agent of this Corporation at that address is SCOTT KRASNY. The initial address of the Corporation is P. O. Box 2385, Melbourne, FL 32901.

ARTICLE VII
Board of Directors

The initial Board of Directors shall consist of 3 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Robert S. Pittman
229 Melbourne Avenue
Melbourne, Florida 32901

Robert Rose
1069 June Drive
Melbourne, FL 32935

Caroline D. Pittman
229 Melbourne Avenue
Melbourne, Florida 32901

ARTICLE VIII
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

ARTICLE IX
Incorporators

The name and address of the initial incorporator is as follows:

Robert S. Pittman
229 Melbourne Avenue
Melbourne, FL 32901

ARTICLE X
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

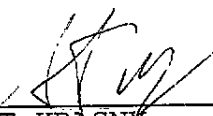
ARTICLE XI
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 4th day of August, 1999.



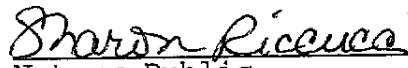
ROBERT S. PITTMAN (Seal)
Incorporator



SCOTT KRASNY (Seal)
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 4 day of August, 1999, by ROBERT S. PITTMAN. He is ☒ personally known to me or ☐ produced a _____ as identification.



Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF BREVARD



Sharon Riccucci
MY COMMISSION # CC617547 EXPIRES
May 10, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 3 day of August, 1999, by SCOTT KRASNY. He is ☒ personally known to me or ☐ produced a _____ as identification.



Notary Public

My Commission Expires:



Sharon Riccucci
MY COMMISSION # CC617547 EXPIRES
May 10, 2001
BONDED THRU TROY FAIN INSURANCE, INC.