

LAW OFFICES
KWITNEY, KROOP & SCHEINBERG, P.A.
SUITE 512
420 LINCOLN ROAD MALL
MIAMI BEACH, FLORIDA 33139

RICHARD I. KROOP
BRUCE J. SCHEINBERG

AREA CODE 305
538-7575

PAUL KWITNEY - OF COUNSEL

October 28, 1999

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporation
B J & Q, Inc.

600003030276--8
-11/01/99--01058--018
****122.50 *****78.75

Gentlemen:

Enclosed herein please find an original and one copy of the Articles of Incorporation of the above-named corporation, to be filed in your office, together with my check in the sum of One Hundred Twenty Two Dollars and fifty cents (\$122.50) representing the following costs:

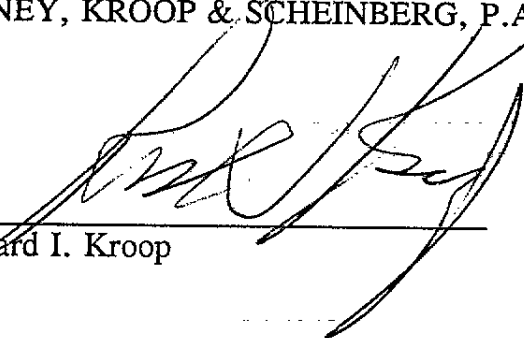
Filing fees.....	\$ 35.00
Certified Copy.....	52.50
Registered Agent Designation.....	35.00
	<u>\$122.50</u>

Kindly return one certified copy of the Articles directly to this office.

Thank you for the courtesies extended, I remain

Very truly yours,

KWITNEY, KROOP & SCHEINBERG, P.A.

By: 
Richard I. Kroop

RIK:bg

Enclosures

TELECOPIER
AREA CODE 305
538-4676

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99 NOV -1 PM 1:40
TALLAHASSEE, FLORIDA

244 1199

CERTIFICATE OF INCORPORATION
OF
B J & Q, INC.

FILED
99 NOV -1 PM 1:40
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that we, the undersigned, hereby associate ourselves into a corporation pursuant to the provisions of the Laws of the State of Florida, providing for the formation of corporations for profit, for the purposes and with the powers herein mentioned, and to that end we do by this Certificate set forth:

I

The name of the Corporation is:

B J & Q, INC.

II

The general nature of the business or businesses to be transacted shall be:

a)

Operate a Quizno's franchise and any other business not contrary to law

(b) To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired.

(c) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control directly or through ownership of stock in any corporation any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all structures and erections which may at any time be necessary, useful or advantageous in the judgment of the Board of Directors, for the purpose of the Corporation, and which can lawfully be done.

(d) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels, real, and other property of the company, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.

(e) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal or real property or on either of them.

(f) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any acts or things incident to or proper in connection with the carrying on of the business of this company.

(g) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise

dispose of the shares of capital stock, bonds, debentures, or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stock, bonds, and other obligations.

(h) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this Certificate.

(i) To do all such acts and things as are incident or conducive to the premises.

(j) And this Corporation shall have the power to conduct its business in all of its branches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law, necessary to carry on the business of the said Corporation, or to promote any of the subjects or objects for which the company is formed. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation, and the enjoyment thereof, as conferred by the laws of the State of Florida, under corporations organized under the provisions of the Stock Corporation Law.

III

The maximum number of shares with no nominal or par value that this corporation is authorized to have outstanding at any time is one hundred (100) shares.

The total number of shares which may be issued by the Corporation is one hundred (100)

shares, all of which shall have no nominal or par value. The Corporation will commence business with one hundred (100) shares.

Without action by the stockholders, the shares of stock without par value may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof, and any and all such shares, so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock, and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereon.

IV

The amount of capital with which the Corporation will begin business is not less than Five Hundred (\$500.00) Dollars, which said amount has been paid in.

V

The Corporation shall have perpetual existence.

VI

The principal office of the Corporation is to be located at:

5121 N.W. 177th Street
Miami, Florida 33055

VII

The business of the Corporation shall be managed and controlled by a Board of Directors consisting of not less than one (1) nor more than eight (8) members.

VIII

The names, post office addresses of the first Board of Directors and officers who, subject

to the provisions of this Certificate of Incorporation, by-laws and the Act of Legislature of the State of Florida, whereunder the Corporation is organized, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>OFFICE</u>
Robert Miller	5121 N.W. 177th Street Miami, FL 33055	President
Joseph Gerace	19564 N.W. 51st Place Miami, FL 33055	Secretary/Treasurer

IX

The names and post office addresses of each member of this Certificate of Incorporation, and a statement of the number of shares of stock which each mutually agrees to take, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Robert Miller and Ana Thelma Miller, his wife	5121 N.W. 177th St. Miami, FL 33055	50
Joseph Gerace and Laura Gerace, his wife	19564 N.W. 51st Place Miami, FL 33055	50

X

The Corporation may, by action taken at any meeting of the Board of Directors, sell, lease or exchange all of its property, and assets, including its good will and its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deem expedient when and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise

a least a majority of the voting power on such proposal, provided, however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, or in trust or in pledge to secure indebtedness of the Corporation.

It is the intention that the objects, purposes and powers specified and enumerated herein, shall, except where otherwise expressed, be nowise limited or restricted by reference to or inference from the terms of any other clauses or paragraph of this Certificate of Incorporation, but that the objects, purposes and powers specified or enumerated herein and each of the clauses and paragraphs hereof shall be regarded as independent objects, purposes and powers, and the specifications and enumeration of the said objects, purposes and powers of the Corporation.

From time to time, to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than stock book or any of them) shall be open to the inspection of stockholders; and no stockholder shall have any rights of inspection of any accounts, book or document of this Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its by-laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by the Statutes.

Both stockholders and directors shall have power to hold their meetings, and to have one

or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the Statutes).

The Corporation shall have a President, who shall be a Director, a Vice-President, a Secretary and a Treasurer, and may also have one or more additional Vice-Presidents, assistant Secretaries and assistant Treasurers, and such other officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws. The same person may hold two or more offices.

XI

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, the undersigned, being all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hands and seals this 28th day of October, 1992.

 (SEAL)
ROBERT MILLER

 (SEAL)
JOSEPH GERACE

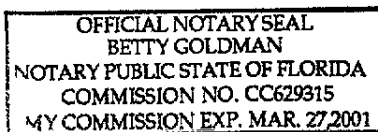
STATE OF FLORIDA)
 SS:
COUNTY OF DADE-DADE)

I HEREBY CERTIFY that on this 28th day of October, 1999, before me personally appeared ROBERT MILLER and JOSEPH GERACE to me well known to be the incorporators described herein, and who signed the foregoing Certificate of Incorporation, and who acknowledged before me that they signed, sealed and delivered the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal at Miami ,
County of Dade, State of Florida, the day and year first above written.


NOTARY PUBLIC - STATE OF FLORIDA

My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHICH PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That B J & Q, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami County of Dade, State of Florida has named Robert Miller located at 5121 N.W. 177th Street.

(Street address and number of building,
Post Office Box Address not acceptable)

City of Miami County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Robert Miller
Robert Miller

(Registered Agent)

FILED
99 NOV - 1 PM 1:40
TALLAHASSEE, FLORIDA