CAPITAL CONNECTION, INC.

* 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

OF

SUBWAY OF TREASURE ISLAND, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Elorida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is SUBWAY OF TREASURE ISLAND, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 10357 Gulf Boulevard, Treasure Island, FL 33706.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is William Guillette, 10357 Gulf Boulevard, Treasure Island, FL 33706.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII: 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 at the price at which it is offered to others.

The undersigned has executed these Articles of Incorporation this 15th day of November 1999.

"Capital Connection, Inc. by Crystal Dugger, Office Manager"

Orptol Glugge

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.050l or 617.050l, 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	:_	SUBWAY	OF	TREASURE	ISLAND,	
INC								-				

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

William Guillette

10357 Gulf Boulevard

Treasure Island, FL 33706

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

Mm. Kullett (Signature)

(Date)

WILLIAM GUILLETTE, Vice-Pres.
Printed Name, Title

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SECRETARY OF STATE
TAIL LAHASSEE FLORIDA