

APPROVED  
AND  
FILED

pg. 1 of 2

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.  
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

96 DEC 23 PM 12:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT <b>1996</b>		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # S 56787

1. Corporation Name  
SUBWAY EQUIPMENT LEASING CORPORATION

Principal Place of Business  
3000 NE 30th Place  
Suite 207  
Ft. Lauderdale, Florida 33306

Mailing Address  
325 Bic Drive  
Milford, Connecticut 06460-3059

3. Date Incorporated or Qualified June 3, 1991	3a. Date of Last Report July 6, 1995
4. FEI Number 06-1163278	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	25. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

9. Name and Address of Current Registered Agent Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301	10. Name and Address of New Registered Agent 81. Name 82. Street Address (P.O. Box Number is Not Acceptable) 83. 84. City 85. Zip Code FL
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE Laura R. Dunlap Laura R. Dunlap as agent for Corporation Service Company DATE 12/30/96

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE P	<input type="checkbox"/> DELETE	1.1 TITLE D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME Frederick A. DeLuca		1.2 NAME David Worroll	
STREET ADDRESS 3550 Galt Ocean Dr.		1.3 STREET ADDRESS 325 Bic Drive	
CITY-STATE-ZIP Ft. Lauderdale, Florida 33308		1.4 CITY-STATE-ZIP Milford, CT 06460-3059	
TITLE V	<input type="checkbox"/> DELETE	2.1 TITLE Tax Manager	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME Richard T. Pilchen		2.2 NAME Ralph Sliyka	<input checked="" type="checkbox"/> Delete
STREET ADDRESS 325 Bic Drive		2.3 STREET ADDRESS 325 Bic Drive	
CITY-STATE-ZIP Milford, CT 06460-3059		2.4 CITY-STATE-ZIP Milford, CT 06460-3059	
TITLE D	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME Thomas W. Hislop		3.2 NAME	
STREET ADDRESS 325 Bic Drive		3.3 STREET ADDRESS	
CITY-STATE-ZIP Milford, CT 06460		3.4 CITY-STATE-ZIP	
TITLE Asst S	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME William A. Darrin Jr.		4.2 NAME	
STREET ADDRESS 325 Bic Drive		4.3 STREET ADDRESS	
CITY-STATE-ZIP Milford, CT 06460-3059		4.4 CITY-STATE-ZIP	
TITLE VP	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME Leonard Axelrod		5.2 NAME	
STREET ADDRESS 325 Bic Drive		5.3 STREET ADDRESS	
CITY-STATE-ZIP Milford, CT 06460-3059		5.4 CITY-STATE-ZIP	
TITLE T	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME Carmela DeLuca		6.2 NAME	
STREET ADDRESS 325 Bic Drive		6.3 STREET ADDRESS	
CITY-STATE-ZIP Milford, CT 06460-3059		6.4 CITY-STATE-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Thomas W. Hislop Thomas W. Hislop/Director December 27, 1996 203 877 5281

CF2E034 (3/96)



SERVICED BY:

FRANCHISE WORLD HEADQUARTERS, INC.  
325 BIC DRIVE  
MILFORD, CT 06460-3059  
(203) 677-4281

December 27, 1996

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

Re: Subway Equipment Leasing Corp.

Dear Mr. Toner:

Pursuant to our conversations on December 26 & 27, 1996, I am hereby writing to inform you that Subway Equipment Leasing Corp. was never notified that it was in danger of being administratively dissolved for failure to submit the required Annual Report for 1996.

Enclosed please find the executed Annual Report for the above named corporation, along with the required fees.

I hope and trust that pursuant to our conversations and Subway Equipment Leasing Corp. complying with the corporation laws of the State of Florida, Subway Equipment Leasing Corp. will be reinstated as a viable entity in the State of Florida.

Any questions or concerns please do not hesitate to contact the undersigned at telephone #800.888.4848 extension 1566 or facsimile #203.876.6690.

Very truly yours,

A handwritten signature in cursive script, appearing to read "James C. Davis".

James C. Davis  
Legal Dept.