

SUB-WAY, INC.

69-06830

December 22nd, 1969

Fulton County

10/8/89

Elizabeth H. McCollum

UES

Max. 50,000 Shares com. @ \$1.00 Each. Paid in \$500.00

DUPLICATE



OFFICE OF SECRETARY OF STATE

*I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that*

"SUB-WAY, INC."

was on the 22nd day of December, 1969,  
duly incorporated under the laws of the State of Georgia by the Superior Court of  
Fulton County for a period of perpetual years  
from said date, in accordance with the certified copy hereto attached, and that the original  
articles of incorporation of said corporation has been duly filed in the office of the  
Secretary of State and the fees therefor paid, provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand  
and affixed the seal of office, at the Capitol, in the City of  
Atlanta, this 31st day of December, in the year  
of our Lord One Thousand Nine Hundred and Sixty  
Nine and of the Independence of the United States  
of America the One Hundred and Ninety-Fourth.

*Ben W. Fortson Jr.*

SECRETARY OF STATE, EX-OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA.

ARTICLES OF INCORPORATION

OF

SUB-WAY, INC.

I.

The name of the corporation is:

"SUB-WAY, INC."

II.

The corporation shall have perpetual duration.

III.

The corporation is organized for the purpose of engaging in the operation of restaurants of all types and nature, the sale of good at retail and wholesale, and to do all things incidental thereto; to buy, sell, lease, exchange, mortgage and pledged, and to generally deal in and with personal and real property of every kind, nature and description and engage in all other types of business permitted to it under Section 22-201 and 22-202 of the Georgia Corporation Code.

IV.

The corporation shall have the authority to issue not more than 50,000 shares of common stock of \$1.00 par value.

V.

The corporation shall not commence business until it shall have received not less than \$500.00 in payment for the issuance of shares of stock.

VI.

The initial registered office of the corporation shall be at 730 Humphries Street, S.W., Atlanta, Georgia = 30310. The initial registered agent of the corporation shall be Meyer Levy.

VII.

The initial Board of Directors shall consist of two (2)

members who shall be:

Meyer Levy, 730 Humphries Street, S.W., Atlanta, Georgia =  
30310

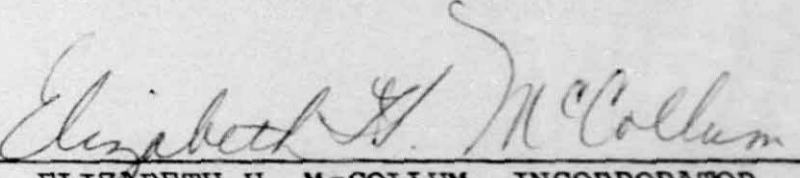
Benson C. Caplan, 730 Humphries Street, S.W., Atlanta,  
Georgia = 30310

VIII.

The name and address of the incorporator is:

Elizabeth H. McCollum, 2709 First National Bank Tower,  
Atlanta, Georgia = 30303

IN WITNESS WHEREOF, the undersigned executes these Articles  
of Incorporation.

  
\_\_\_\_\_  
ELIZABETH H. MCCOLLUM, INCORPORATOR

IN THE SUPERIOR COURT FOR THE COUNTY OF FULTON  
STATE OF GEORGIA

49777

The Petition of ELIZABETH H. McCOLLUM, Petitioner,  
shows the Court as follows:

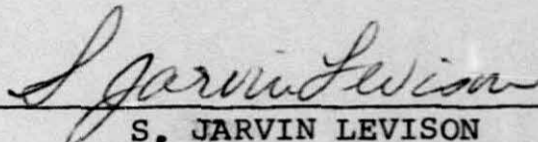
I.

The Articles of Incorporation of SUB-WAY, INC. are  
attached hereto.

II.

The certificate of the Secretary of State that the  
name "SUB-WAY, INC." is available is attached hereto.

WHEREFORE, the Petitioner prays that SUB-WAY, INC.  
be incorporated.



S. JARVIN LEVISON  
Attorney for the Petitioner

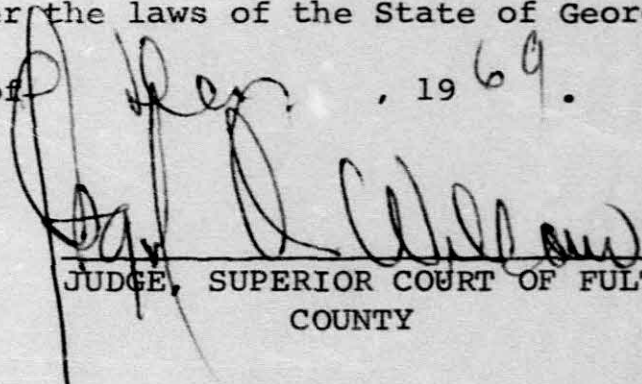
HAAS, HOLLAND, FREEMAN, LEVISON  
& GIBERT  
2709 First National Bank Tower  
Atlanta, Georgia 30303

O R D E R

The Articles of Incorporation of SUB-WAY, INC. and  
the Certificate of the Secretary of State of Georgia that the  
name "SUB-WAY, INC." is available, having been examined and  
found lawful;

IT IS HEREBY ORDERED that SUB-WAY, INC. be and it  
hereby is incorporated under the laws of the State of Georgia.

This 25<sup>th</sup> day of April, 1969.

  
JUDGE, SUPERIOR COURT OF FULTON  
COUNTY

# PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA,—County of Fulton.

Before me, the undersigned, a Notary Public, this day personally came .....  
..... Earl Higgins ....., who, being first duly sworn, according to law,  
says that he is an Agent of the Daily Report Company, publishers  
of the Fulton County Daily Report, the official newspaper in which the Sheriff's ad-  
vertisements in and for said County are published, and a newspaper of general  
circulation, with its principal place of business in said County, and that there has  
been deposited with said newspaper the cost of publishing four (4) insertions of  
a notice pursuant to Ga. Business Corporation Code of the granting of Articles  
of Incorporation Articles of Amendment Articles of Merger Articles of Intent to  
Dissolve to *Sub-Way, Inc.* .....

*Earl Higgins*

Subscribed and sworn to before me this *23rd*

day of *December*, 19*69*

*George C. Pope*

Notary Public, State at Large.



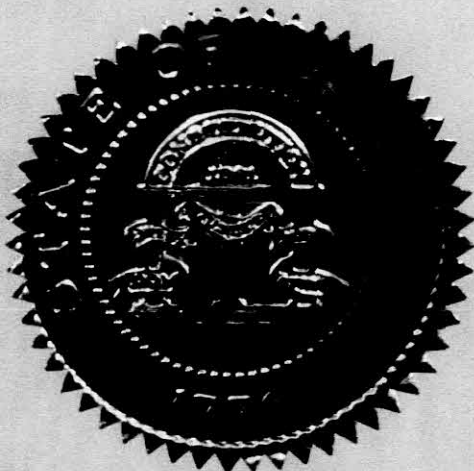
*I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"SUB-WAY, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

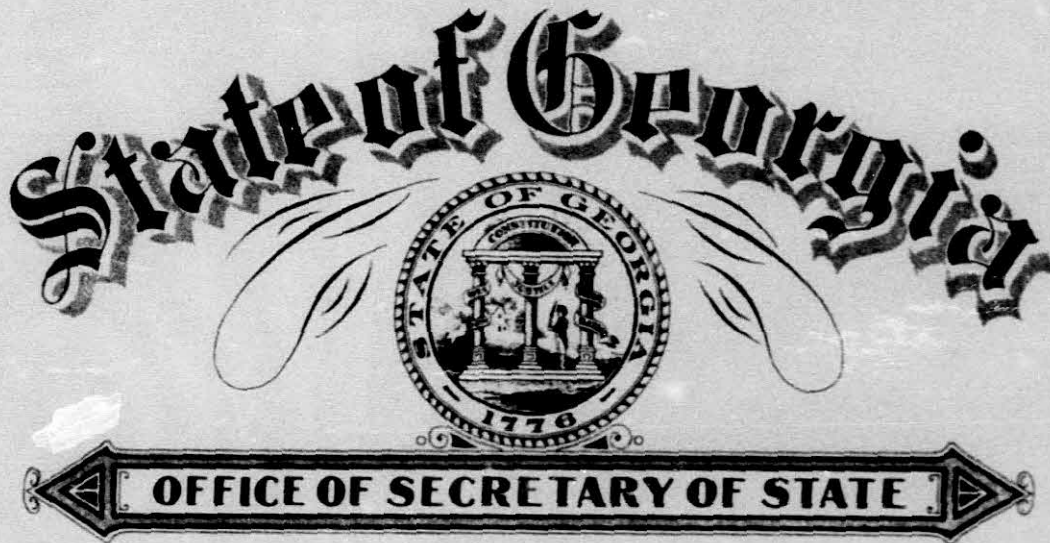


In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 17th day of December, in the year of our Lord One Thousand Nine Hundred and Sixty Nine and of the Independence of the United States of America the One Hundred and Ninety-fourth.

*Ben W. Fortson Jr.*

Secretary of State, Ex-Officio Corporation  
Commissioner of the State of Georgia

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 Hundred and Ninety-fourth.

*Ben W. Fortson, Jr.*  
 Secretary of State, Ex-Officio Corporation  
 Commissioner of the State of Georgia

CB  
 DW  
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PD  
 12-31-69