

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

Corp ID # 88718

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is BLIMPIE NEWPORT VENTURES, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

"SEE ATTACHED RIDER"

*To engage in the general business of providing real estate leasing services including the purchasing, developing, managing, financing and leasing real estate and to undertake any transaction or business in connection therewith alone or with others, including without limitations serving as a General Partner and/or limited Partner in general and/or Limited Partnerships formed for such purposes & arranging syndication of interests in such Partnerships*

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MAR 25 1996

BY DO#55  
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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares .... 200 ..... no par

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) If more than one class: Total number of shares .... 200 ..... no par

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

"NONE"

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

NOT APPLICABLE

SEVENTH. The address of the initial registered office of the corporation is One Hospital Trust Plaza-1420 Hospital Trust Tower, Providence, RI (add Zip Code) and the name of its initial registered agent at such address is: 02903  
Andrew J. Davis, Jr.

*Signature of registered agent*

EIGHTH. The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
<u>Ray A. Barr</u>	<u>10 Bank Street, White Plains, NY 10606</u>
<u>Mark Skubicki</u>	<u>10 Bank Street, White Plains, NY 10606</u>

NINTH. The name and address of each incorporator is:

Name	Address
<u>Ray A. Barr</u>	<u>10 Bank Street, White Plains, NY 10606</u>
<u>Mark Skubicki</u>	<u>10 Bank Street, White Plains, NY 10606</u>

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon filing date

Dated March 7th, 1996

Ray A. Barr *Signature of each incorporator*

Mark Skubicki  
Mark Skubicki

STATE OF NEW YORK

COUNTY OF WESTCHESTER

} In the City  
Town }

of WHITE PLAINS

in said county this 7<sup>th</sup> day of MARCH, A.D. 1956

then personally appeared before me Ray A. Barr and Mark Skubicki

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

*Maria R. Fischetti*

Maria R. Fischetti Notary Public

MARIA R. FISCHETTI  
Notary Public, State of New York  
No. 01614914402  
Qualified in Queens County  
Certificate Filed in New York & Westchester County  
Commission Expires March 21, 1958

# *Blimpie Subs & Salads*

**146 Thames St  
Newport, RI 02840  
(401) 842-0710**

**763 Reservoir Ave.  
Cranston, RI 02910  
(401) 946-5858**

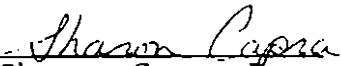
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3/19/96

Secretary of State  
100 N. Main St.  
Providence, R.I. 02903

Dear Sir:

Simply Blimpie hereby consents to the formation of  
Blimpie Newport Ventures, Inc..

  
Sharon Capra-Pres.