



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5771540

The Registrar of Companies for England and Wales hereby certifies that

SUBWAY RESTAURANTS SYSTEM (EU) LIMITED

having changed its name, is now incorporated under the name of

SUB RESTAURANTS SYSTEM (EU) LIMITED

Given at Companies House on **1st April 2009**



C057715400



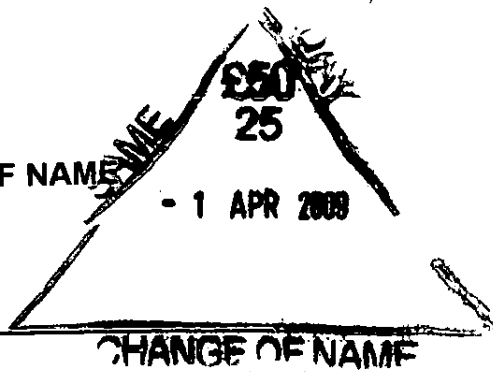
Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

000 961 / 50

COMPANIES ACT 2006
SPECIAL RESOLUTION ON CHANGE OF NAME



Company number: 5771540

Existing company name: SUBWAY RESTAURANTS SYSTEM (EU) LIMITED

At an ~~Annual General Meeting~~* / General meeting* (*delete as appropriate)
of the members of the above named company, duly convened and held
at:

8 HOUSTON HOUSE, WATERSIDE DRIVE,
HOCKLEY, BIRMINGHAM B18 5RY

On the 30th day of MARCH 2009

That the name of the company be changed to:

New name: SUB RESTAURANTS SYSTEM (EU) LIMITED

Signed: [Signature]

*Director / ~~secretary~~ / ~~CEO~~ Manager (if appropriate) / administrator / administrative receiver /
~~receiver manager~~ / receiver, on behalf of the company.
(*delete as appropriate)

Notes:

- This form is for use by PLC's or private companies who choose to hold Annual General Meetings or general meetings for the purpose of a special resolution.
- A copy of the resolution must be delivered to Companies House within 15 days of it being passed.
- A fee of £10 is required to change the name (cheques made payable to "Companies House").
- Have you checked whether the name is available at www.companieshouse.gov.uk ?
- Please provide the name and address to which the certificate is to be sent.

WEDNESDAY



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COMPANIES HOUSE

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