

L 99000003902

Holland & Knight LLP
 Requestor's Name
 315 SOUTH CALHOUN STREET
 Address
 Tallahassee, Florida 32301
 City/State/Zip Phone #
 425-5686

Office Use
 DIVISION OF CORPORATIONS
 SECRETARY OF STATE
 JUL - 1 AM 10:15

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Second Orlando Area Blimpic Realty Newco, LLC
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk-in
 Pick up time _____
 Certified Copy
 Mail/Out
 Will wait
 Photocopy
 Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Franchise |
| <input type="checkbox"/> | Non-Profit |
| <input checked="" type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A. Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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 4112.50 **37.50

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |

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 JUL - 1 AM 10:15

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

SECOND ORLANDO AREA BLIMPIE REALTY, INC., a Florida corporation,
P94000081782

INTO

SECOND ORLANDO AREA BLIMPIE REALTY NEWCO, LLC which changed its
name to

SECOND ORLANDO AREA BLIMPIE REALTY, LLC, a Florida entity,
L99000003902.

File date: July 1, 1999

Corporate Specialist: Buck Kohr

ARTICLES OF MERGER

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The following articles of merger are being submitted in accordance with sections 607.1109, 608.4382 and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| Second Orlando Area Blimpie Realty, Inc. c/o United Corporate Services, Inc. 9200 South Dadeland Blvd.-Suite 508 Miami, FL 33156 | Florida | Corporation |

Florida Document/Registration Number: P94000081782

FEI Number: 65-0540281

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|---------------------------|
| Second Orlando Area Blimpie Realty Newco, LLC c/o United Corporate Services, Inc. 9200 South Dadeland Blvd.-Suite 508 Miami, FL 33156 | Florida | Limited Liability Company |

Florida Document/Registration Number: L99000003902

FEI Number: Applied For

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108, 608.438, 617.1103 and/or 620.201, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: No party to the attached Plan of Merger is a business entity that is domiciled in any jurisdiction other than the State of Florida.

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DIVISION OF CORPORATIONS
8902 - 1 AM 10-15

FIFTH: The surviving entity is a limited liability company organized and formed under the laws of the State of Florida, and shall be known as "SECOND ORLANDO AREA BLIMPIE REALTY, LLC."

SIXTH: No member or other person is a general partner of the surviving entity.

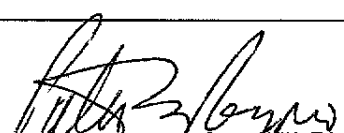
SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the Regulations or Articles of Organization of the limited liability company that is a party to the merger.

EIGHTH: The merger shall become effective as of July 1, 1999.

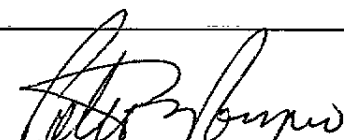
NINTH: The Articles of Merger comply with, and were executed in accordance with, the laws of the State of Florida.

TENTH: SIGNATURE(S) FOR EACH PARTY:

MERGING PARTY:

| Name of Entity | Signature(s) | Typed or Printed Name of Individual |
|--|--|-------------------------------------|
| Second Orlando Area Blimpie Realty, Inc. |  | Patrick J. Pompeo |

SURVIVING PARTY:

| Name of Entity | Signature(s) | Typed or Printed Name of Individual |
|---|--|-------------------------------------|
| Second Orlando Area Blimpie Realty Newco, LLC |  | Patrick J. Pompeo |

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99 JUL -1 AM 10:15

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 614.1103, 608.4381 and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438 and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party (hereinafter referred to as the "Merging Party") are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|--|---------------------|
| Second Orlando Area Blimpie Realty, Inc. | Florida |

SECOND: The exact name and jurisdiction of the surviving party (hereinafter referred to as the "Surviving Party") are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|---|---------------------|
| Second Orlando Area Blimpie Realty Newco, LLC | Florida |

THIRD: The terms and conditions of the merger are as follows:

The effective date of the Merger shall be July 1, 1999 ("Effective Date"). On the Effective Date, as a result of the Merger, (i) the separate existence of Merging Party will cease; (ii) title to all assets and properties, or any interest therein, owned by Merging Party will be vested in Surviving Party without reversion or impairment; (iii) Surviving Party will thenceforth be responsible and liable for all the liabilities and obligations of Merging Party; (iv) neither the rights of creditors nor any liens upon the property of Merging Party will be impaired by the Merger; and (v) the issued and outstanding common stock of Merging Party that are to be converted into membership interests of Surviving Party, will be converted only as set forth herein. Following the Merger, the existence of Surviving Party shall continue unaffected and unimpaired by the Merger, with all the rights,

privileges, immunities and powers, and subject to all the duties and liabilities of a limited liability company organized under the laws of the State of Florida.

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99 JUL -1 AM 10:15

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of the Merging Party into the interests, shares, obligations or other securities of the Surviving Party, in whole or in part, into cash or other property are as follows:

Each share of issued and outstanding common stock of Merging Party on the Effective Date shall be converted into 100 units of membership interests of Surviving Party. No fractional units in Surviving Party will be issued; fractional interests will be rounded to the nearest full unit. Upon effectiveness of the Merger, all shares of Merging Party shall be cancelled and extinguished.

The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each Merging Party into rights to acquire interests, shares, obligations or other securities of the Surviving Party, in whole or in part, into cash or other property are as follows: Not Applicable.

FIFTH: The name and address of the Manager of Surviving Party, the surviving entity in the merger, are as follows:

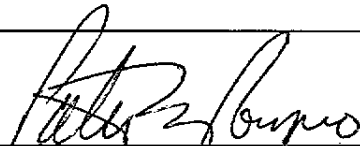
Patrick J. Pompeo
740 Broadway, 12th Floor
New York, NY 10003

SIXTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: None.


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DIVISION OF CORPORATIONS
99 JUL -1 AM 10:15

SEVENTH: The surviving entity is a limited liability company organized and formed under the laws of the State of Florida, and shall be known as "SECOND ORLANDO AREA BLIMPIE REALTY, LLC."

MERGING PARTY:

| Name of Entity | Signature(s) | Typed or Printed Name of Individual |
|--|--|-------------------------------------|
| Second Orlando Area Blimpie Realty, Inc. |  | Patrick J. Pompeo |

SURVIVING PARTY:

| Name of Entity | Signature(s) | Typed or Printed Name of Individual |
|---|--|-------------------------------------|
| Second Orlando Area Blimpie Realty Newco, LLC |  | Patrick J. Pompeo |

**WRITTEN CONSENT OF
THE DIRECTORS AND SOLE SHAREHOLDER
SECOND ORLANDO AREA BLIMPIE REALTY, INC.**

June 28, 1999

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DIVISION OF CORPORATIONS
99 JUL - 1 AM 10: 15

The undersigned, being all the Directors and the sole Shareholder of Second Orlando Area Blimpie Realty, Inc., a Florida corporation (the "Corporation"), hereby consent, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, to the adoption of the following resolutions set forth herein, taking or authorizing the actions specified therein, effective as of the date first written above, and instruct the Secretary of the Corporation to enter this written consent ("Consent") in the minute book of the Corporation:

WHEREAS, the Directors and the sole Shareholder believe it is in the best interest of the Corporation to form a limited liability company under the Florida Limited Liability Company Act for purposes of merging the Corporation into such limited liability company; and

WHEREAS, pursuant to Articles of Merger and a Plan of Merger, attached hereto as **Exhibit "1"**, the Corporation shall merge with and into Second Orlando Area Blimpie Realty Newco, LLC, a Florida limited liability company (the "LLC") (hereinafter referred to as the "Merger"); and

WHEREAS, the Directors of the Corporation believe that it is in the best interest of the Corporation that it merge with and into the LLC pursuant to the Florida Limited Liability Company Act, upon the terms and provisions of the Plan of Merger, and the Directors recommend that the sole Shareholder approve the Plan of Merger; and

WHEREAS, the Directors have provided to the sole Shareholder of the Corporation a copy of the Articles of Merger and Plan of Merger referenced therein for its review and approval, and the sole Shareholder has reviewed said Articles of Merger and Plan of Merger.

NOW THEREFORE, BE IT RESOLVED, that each of the following resolutions be, and hereby are, adopted and approved by the Directors and the sole Shareholder:

RESOLVED, that the Directors and the sole Shareholder hereby approve the formation of the LLC and hereby authorize the proper officers of the Corporation to execute and file the Articles of Organization of the LLC with the Florida Secretary of State's Office; and

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DIVISION OF CORPORATIONS
99 JUL -1 AM 10:15

RESOLVED, that in the judgment of the Directors of the Corporation and with the concurrence and consent of the sole Shareholder, it is deemed advisable and for the benefit of the Corporation that the Merger, as more particularly described in the Articles of Merger and Plan of Merger, be and it hereby is adopted and approved; and

RESOLVED, that the form of Articles of Merger and Plan of Merger referenced therein is hereby approved; and

RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to execute the Articles of Merger and Plan of Merger and to file same, as may be necessary, with the Florida Secretary of State's Office; and

RESOLVED, that the proper officers of the Corporation be and hereby are, authorized and directed to take such other actions as they, or any of them may deem necessary or advisable in order to effectuate the Merger; and

RESOLVED, that the proper officers of the Corporation are hereby authorized and directed to execute any and all documents as they may deem necessary or advisable to implement the above resolutions, and to take any and all actions as they, or any of them, shall deem necessary or advisable to carry out the intent and purposes of the foregoing resolutions, including without limitation, paying all fees and expenses incurred in connection with the Merger; and

RESOLVED, that all actions of the officers of the Corporation heretofore or hereafter taken or done that are in conformity with the intent and purposes of the foregoing resolutions are in all respects ratified, approved and confirmed; and

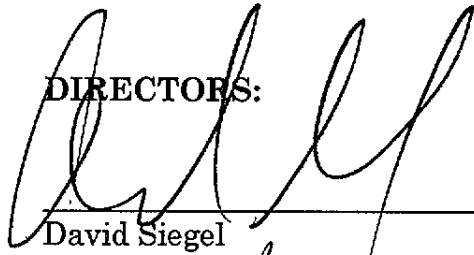
RESOLVED, that this Consent may be executed in original or by telecopy, in two or more counterparts, which taken together shall constitute one original Consent.

[SIGNATURES ON NEXT PAGE]


IN WITNESS WHEREOF, this Consent has been executed by the Directors and the sole Shareholder and shall be effective as of the date first written above.

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99 JUL 7 AM 10:15

DIRECTORS:



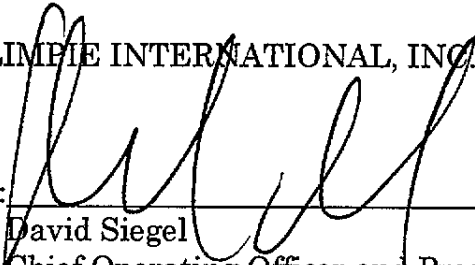
David Siegel



Charles Leanness

SOLE SHAREHOLDER:

BLIMPIE INTERNATIONAL, INC.

By: 

David Siegel
Chief Operating Officer and President

SECOND ORLANDO AREA BLIMPIE REALTY NEWCO, LLC

**CONSENT OF MEMBER TO ACTIONS TAKEN
IN LIEU OF SPECIAL MEETING**

The undersigned, being the sole member of Second Orlando Area Blimpie Realty Newco, LLC, a Florida limited liability company, hereby consents to the adoption of the following resolutions, as permitted by the Florida Limited Liability Company Act:

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DIVISION OF CORPORATIONS
99 JUL -1 AM 10:15

WHEREAS, the undersigned member of the company hereby acknowledges that in accordance with § 608.4381, Florida Statutes, it has reviewed a Plan of Merger wherein Second Orlando Area Blimpie Realty, Inc., a Florida corporation (the "Corporation"), would be merged with and into this company, and as a result of such merger, the Corporation would terminate and this company would survive;

BE IT RESOLVED, that in accordance with § 608.4381, Florida Statutes, the merger of the Corporation with and into this company (with this company as the surviving company) is approved and that the form, terms and provisions of the Plan of Merger (a copy of which is attached to this consent as Exhibit A hereto) including the provisions for carrying such merger into effect, and for the manner and basis of converting shares of the terminating corporation into membership interest of this company, are hereby approved and authorized; and

The undersigned does hereby waive all notice required by the Florida Limited Liability Company Act of the actions taken hereby in lieu of a meeting.

IN WITNESS WHEREOF, the undersigned member has executed this consent as of the 28th day of June, 1999.

BLIMPIE INTERNATIONAL, INC.

By. 

David Siegel
Chief Operating Officer and President