12/27/05 16:3% FAX Division of Corporations

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Florida Department of State

Division of Corporations Public Access System

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To:

Division of Corporations

: (850)205-0380 Fax Number

From:

Account Name

: WINDERWEEDLE, HAINES, WARD & WOODMAN, P

Account Number : 076077002775 Phone

Fax Number

: (407)246-8450

: (407)423-7014

MERGER OR SHARE EXCHANGE

PRYOR & PRYOR, INC.

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\$78.75

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Corporate killing.

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ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submit pursuant to section 607.1105, Florida Statut	ted in accordance with the Florices.	la Business Corporation Act,	ر د
First: The name and jurisdiction of the sur	viving corporation:	THE THE PARTY AND	To the second
The following articles of merger are submit pursuant to section 607.1105, Florida Status First: The name and jurisdiction of the sur Name Prvor & Prvor, Inc.	Jurisdiction	Document Number (If known' opplicable)	
Pryor & Pryor, Inc.	Florida	ноззто	
Second: The name and jurisdiction of each	merging corporation:	EFFECTIVE DAT	E
<u>Name</u>	<u>Jurisdiction</u>	Document Number (12-31-6) (If known/applicable)	<u>)</u>
Subway of Winter Garden, Inc.	Florida	V39657	
	-		
	·		
The state of the s			
Third: The Plan of Merger is attached.			
Fourth: The merger shall become effective Department of State.	on the date the Articles of Mer	ger are filed with the Florida	
	t. c date. NOTE: An elfective date canno after merger file date;	ot be prior to the date of filing or more	
Fifth: Adoption of Merger by surviving of The Plan of Merger was adopted by the sha	orporation - (COMPLETE ONLY reholders of the surviving corpor	ONE STATEMENT) ration on December 15, 2005	
The Plan of Merger was adopted by the boa	and of directors of the surviving of approval was non required.	orporation on	
Sixth: Adoption of Merger by merging co. The Plan of Merger was adopted by the sha			
The Plan of Merger was adopted by the boa	rd of directors of the merging co approval was no: required.	rperation(s) on	

(Attach additional sheets if necessary)

Seventh: SIGNATURES FO	OR EACH CORPORATION	
Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Pryor & Pryor, Inc.		John Pryor, President
Subway of Winter Garden, Inc.	They -	John Pryor, President

(((H05000 2925913)))

PLAN OF MERGER (Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:				
<u>Name</u>	Jurisdict on			
Pryor & Pryor, Inc.	Florida			
Second: The name and jurisdiction of each mergin	ng corporation:			
Name	Jurisdiction			
Subway of Winter Garden, Inc.	Florida			
	Water the second			
	<u></u>			
	<u> </u>			

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

Upon the terms and conditions set forth in this Agreement, at 11:59 p.m. on December 31, 2005, Subway of Winter Garden, Inc. shall be merged with and into Pryor & Pryor, Inc., and the separate existence of Subway of Winter Garden, Inc. shall cease . Pryor & Pryor, Inc. shall continue as the surviving corporation of said merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: Each issued and outstanding share of Subway of Winter Garden, Inc. common stock that is outstanding immediately prior to the effective date of the margor shall be converted into the right to meceive one (1) share of Pryor & Pryor, (Attach additional sheets if necessary) Inc. common stock.

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached: N/A

<u>OR</u>

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A