

12/27/05 16:34 FAX

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
Phone : (407) 246-8450
Fax Number : (407) 423-7014

FILED
05 DEC 27 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

PRYOR & PRYOR, INC.

RECEIVED
05 DEC 27 AM 8:00
DIVISION OF CORPORATIONS

Certificate of Status	0
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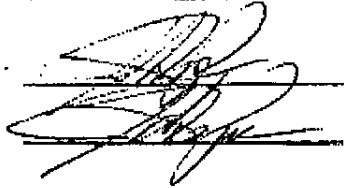
Seventh: SIGNATURES FOR EACH CORPORATION

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.

John Pryor, President

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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:

Name

Jurisdiction

Pryor & Pryor, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Subway of Winter Garden, Inc.

Florida

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 merger shall be converted into the right to receive one (1) share of Pryor & Pryor, Inc. common stock.
(Attach additional sheets if necessary)

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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

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

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