

595842

**SMITH
SAUER
& DEMARIA**

ATTORNEYS AT LAW

G. Thomas Smith
Board Certified
Real Estate Attorney

May 14, 1997

97 MAY 15 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

800002180379--7
-05/15/97--01102--009
*****35.00 *****35.00

RE: Subway Unlimited, Inc.

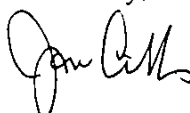
Gentlemen:

Enclosed is the signed original and a copy of the Articles of Dissolution, the Minutes of the Special Joint Meeting and Waiver for the above corporation. Also enclosed is a check in the amount of \$35.00 representing the filing fee.

Please file the original of the enclosed Articles of Dissolution and return a date-stamped copy to me as evidence of filing.

If you have any questions, please do not hesitate to contact us at (904) 434-2761.

Sincerely,


Jan C. Cribbs

GTS:jcc

Enclosure: \$35.00 check

Vol. Diss.

WFO 5-21-97

ARTICLES OF DISSOLUTION
OF
SUBWAY UNLIMITED, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY 15 PM 12:41

FILED

1. The name of the corporation is Subway Unlimited, Inc.
2. The names and respective addresses of its officers are:

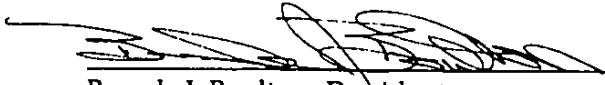
Brenda J. Boulton	Gregory H. Yates	Walter Reinhard
Subway Unlimited, Inc.	1299 Pointe East Circle	P. O. Box 307
65 Baybridge Parkway	Gulf Breeze, FL 32561	Fairview, MI 48621
Gulf Breeze, FL 32561		

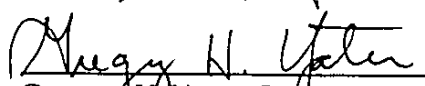
3. The names and respective addresses of its directors are:

Brenda J. Boulton	Gregory H. Yates	Walter Reinhard
Subway Unlimited, Inc.	1299 Pointe East Circle	P. O. Box 307
65 Baybridge Parkway	Gulf Breeze, FL 32561	Fairview, MI 48621
Gulf Breeze, FL 32561		

4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
6. There are no actions pending against the corporation in any court or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the corporation in any pending action.
7. A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 5th day of May, 1997.

DATED this 5th day of May, 1997.


Brenda J. Boulton, President


Gregory H. Yates, Secretary

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me by **Brenda J. Boulton** who is the President of Subway Unlimited, Inc. and who (X) is personally known to me or who () produced _____ as identification on this 5th day of May, 1997.

NOTARY STAMP:



"OFFICIAL SEAL"
David W. Ross
My Commission Expires 11/30/99
Commission #CC 513807

A handwritten signature of David W. Ross in cursive script.

NOTARY PUBLIC

Printed Name: DAVID W. ROSS

My Commission Expires: 11-30-99

STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me by **Gregory H. Yates** who is the Secretary of Subway Unlimited, Inc. and who (X) is personally known to me or who () produced _____ as identification on this 5th day of May, 1997.

NOTARY STAMP:



"OFFICIAL SEAL"
David W. Ross
My Commission Expires 11/30/99
Commission #CC 513807

A handwritten signature of David W. Ross in cursive script.

NOTARY PUBLIC

Printed Name: DAVID W. ROSS

My Commission Expires: 11-30-99

**WAIVER OF NOTICE OF SPECIAL JOINT MEETING
OF DIRECTORS AND SHAREHOLDERS
OF
SUBWAY UNLIMITED, INC.**

We, the undersigned being a quorum of the directors and shareholders of the corporation hereby agree and consent that the special meeting of directors and shareholders be held at the date, time and place stated below and for the purpose stated below and the transaction of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.


Date of meeting - May 5, 1997

Time of meeting - 10:00 a.m.

Place of meeting - 510 E. Zaragoza Street, Pensacola, Florida

Purpose of meeting - To discuss the adoption of a proposed plan of liquidation and dissolution.

Dated - May 5, 1997


Brenda J. Boulton


Gregory H. Yates

**MINUTES OF THE SPECIAL JOINT MEETING OF
DIRECTORS AND SHAREHOLDERS
OF
SUBWAY UNLIMITED, INC.**

The special joint meeting of directors and shareholders of the corporation was held at 5th day of May, 1997.

The following directors were present:

Brenda J. Boulton	Gregory H. Yates
Subway Unlimited, Inc.	1299 Pointe East Circle
65 Baybridge Parkway	Gulf Breeze, FL 32561
Gulf Breeze, FL 32561	

The following shareholders were present:

<u>Shareholder</u>	<u>Shares</u>	<u>In Person</u>	<u>By Phone</u>	<u>Absent</u>
Brenda J. Boulton	1000		X	
Gregory H. Yates	1000		X	
Walter Reinhard	1000			X

being a quorum of the directors and a quorum of the shareholders of the corporation.

Brenda J. Boulton was elected chairman of the meeting and Gregory H. Yates was elected secretary.

The chairman called the meeting to order and the secretary then presented and read a waiver of notice of the meeting, subscribed by all the directors and all the shareholders of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The chairman announced that the purpose of the meeting was to discuss and act upon a proposal to adopt a plan of liquidation and dissolution of the corporation and to sell the principal assets of the corporation.

After discussion and review and upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted by the Board of Directors and the holders of 100% of the issued and outstanding shares of the stock of the corporation:

RESOLVED, that in the judgment of the Board of Directors and the Shareholders of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should be liquidated and dissolved.

RESOLVED, that a plan of liquidation, in accordance with Section 337 of the Internal Revenue Code of 1954, as amended, and in accordance with the provisions of Sections 607.257 and 607.261 of the Florida Statutes, be and it hereby is formulated to effect such liquidation and dissolution as hereinafter provided.

RESOLVED, that the proper officers of the Corporation be, and that they hereby are, authorized and directed to file a copy of these resolutions and Articles of Dissolution with the Secretary of State of Florida;

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any and all of the properties and assets of the Corporation which in their judgment should be sold or liquidated to facilitate the liquidation of the Corporation.

RESOLVED, that the corporation, upon approval of this dissolution and plan of liquidation, notify all creditors and claimants of the dissolution.

RESOLVED, that after providing for all proper debts of the Corporation, the remaining assets of the Corporation be distributed to the stockholders of the Corporation;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation and the distribution of its assets be commenced as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable, but in no event later than the termination of a twelve-month period commencing with the date of adoption of this plan of complete liquidation; and

RESOLVED, that if the sale and distribution of all of the properties and assets of the corporation cannot be consummated before the end of the twelve-month period, the Board of Directors may abandon the Plan and all action contemplated hereby. Upon such abandonment, the Plan shall be void.

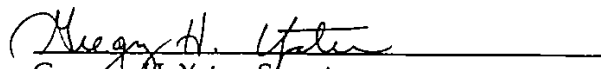
RESOLVED, that the officers or accountants of the Corporation are authorized and directed to file all necessary tax returns, forms and resolutions with the Internal Revenue Service within the proper time limits.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such other acts and things as they may deem necessary or proper in order to carry out the liquidation and dissolution of the Corporation and to fully effectuate the purposes of the foregoing resolutions.

There being no further business before the meeting, on motion duly made, seconded and unanimously carried, the meeting adjourned.

Dated - May 5, 1997


Brenda J. Boulton, Chairman


Gregory M. Yates, Secretary