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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CONELY & CONELY, P.A.**

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T.W. CONELY, JR. 1892-1969  
TOM W. CONELY, III

August 8, 2007

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Florida Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Subway On Park, Inc./Subway Of Clewiston, Inc.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Merger between Subway On Park, Inc., and Subway Of Clewiston, Inc., together with our check in the amount of \$78.75, representing filing fee of \$70.00 and \$8.75 for a certified copy.

Also enclosed is a self-addressed stamped envelope for your convenience in returning the certified copy to our office.

Sincerely,



Betty Lanier  
Legal Assistant

Enclosures as stated

ARTICLES OF MERGER  
between  
SUBWAY ON PARK, INC.  
and  
SUBWAY OF CLEWISTON, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the president of SUBWAY ON PARK INC., a Florida corporation, and SUBWAY OF CLEWISTON, INC., a Florida corporation, hereby executes these Articles of Merger, which shall be filed in the office of the Florida Department of State.

**ARTICLE I**  
**Plan of Merger**

A copy of the Plan of Merger is attached as Exhibit "A". SUBWAY ON PARK, INC., shall be the surviving business entity of the merger.

**ARTICLE II**  
**Approval**

The Plan of Merger was adopted by SUBWAY ON PARK, INC., at a meeting of its directors and stockholders held on August 7, 2007. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous for approval of the Plan of Merger.

The Plan of Merger was adopted by SUBWAY OF CLEWISTON, INC., at a meeting of its directors and stockholders held on August 7, 2007. The number of votes cast in favor of the merger was sufficient for approval. The vote was unanimous for approval of the Plan of Merger.

**ARTICLE III**  
**Effective Date**

The merger shall be effective on the date of filing of these Articles of Merger by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on August 7, 2007.

SUBWAY ON PARK, INC.  
a Florida corporation

By: 

Trey W. Bennett, President

SUBWAY OF CLEWISTON, INC.  
a Florida corporation

By: 

Trey W. Bennett, President

**PLAN OF MERGER  
OF  
SUBWAY ON PARK, INC.  
AND  
SUBWAY OF CLEWISTON, INC.**

This is a plan of merger between SUBWAY ON PARK, INC., a Florida corporation, and SUBWAY OF CLEWISTON, INC., a Florida corporation.

**ARTICLE I  
Constituent Business Entities**

The names of each constituent business entity are SUBWAY ON PARK INC., a Florida corporation, and SUBWAY OF CLEWISTON, INC., a Florida corporation.

**ARTICLE II  
Merger**

Pursuant to section 607.1101, Florida Statutes, SUBWAY CLEWISTON, INC., shall be merged into SUBWAY ON PARK, INC.

**ARTICLE III  
Surviving Business Entity**

SUBWAY ON PARK, INC., shall be the surviving business entity of the merger.

**ARTICLE IV  
Articles Of Incorporation of Surviving Business Entity**

The articles of incorporation of SUBWAY ON PARK, INC., as in effect immediately prior to the merger, shall not be changed by the merger and shall continue to be its articles of incorporation subsequent to the merger.

**ARTICLE V  
Officers and Directors of Surviving Business Entity**

The officers and directors of SUBWAY ON PARK, INC., immediately prior to the merger shall continue to be the officers and directors immediately following the merger.

**ARTICLE VI**  
**Shares of Stock**

All shares of stock of SUBWAY OF CLEWISTON, INC., shall be surrendered and cancelled. The shares of stock of SUBWAY ON PARK, INC., currently issued shall remain unchanged and outstanding.

**ARTICLE VII**  
**Assets and Liabilities**

On the effective date of the merger, the separate existence of SUBWAY OF CLEWISTON, INC., shall cease and SUBWAY ON PARK, INC., shall, without further action, possess all of the rights and privileges of both corporations existing immediately preceding the merger. All assets of any nature of SUBWAY OF CLEWISTON, INC., shall, without further action, be vested in SUBWAY ON PARK, INC., immediately following the merger. Following the merger, SUBWAY ON PARK, INC., shall be responsible for all liabilities and obligations of SUBWAY OF CLEWISTON, INC. Any claim existing or action or proceeding pending against SUBWAY OF CLEWISTON, INC., may be continued as if the merger did not occur or SUBWAY ON PARK, INC., may be substituted for SUBWAY OF CLEWISTON, INC., in any such proceeding. Neither the rights of creditors of nor any liens upon the property of SUBWAY OF CLEWISTON, INC., shall be impaired by the merger.

**ARTICLE VIII**  
**Effective Date of Merger**

The merger shall be effective upon the filing by the Florida Department of State of articles of merger, or at such other time specified in the articles of merger.

**ARTICLE IX**  
**Abandonment of Plan of Merger**

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the board of directors and shareholders of SUBWAY OF CLEWISTON, INC., or the board of directors and shareholders of SUBWAY ON PARK, INC., at any time prior to the filing of articles of merger.

IN WITNESS WHEREOF, this plan of merger has been executed by the board of directors, and all officers and shareholders of SUBWAY OF CLEWISTON, INC., and the board of directors, and all officers and shareholders of SUBWAY ON PARK, INC., on August 7, 2007.


WITNESSES:

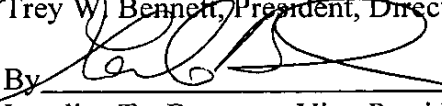
  
As to all parties

  
As to all parties

**SUBWAY OF CLEWISTON, INC.**

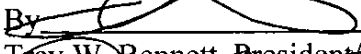
A Florida corporation

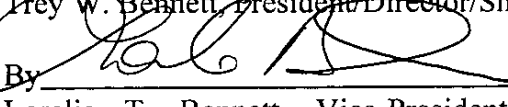
By   
Trey W. Bennett, President, Director, Shareholder

By   
Loralie T. Bennett, Vice-President, Secretary,  
Director, Shareholder

**SUBWAY ON PARK, INC.**

A Florida corporation

By   
Trey W. Bennett, President/Director/Shareholder

By   
Loralie T. Bennett, Vice-President/Secretary/  
Director/Shareholder