



THE UNITED STATES
CORPORATION
COMPANY

M 10763

ACCOUNT NO. : 072100000032

REFERENCE : 232575 10072A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizant

ORDER DATE : May 7, 1999

ORDER TIME : 1:31 PM

ORDER NO. : 232575-010

CUSTOMER NO: 10072A

500002872275--4

CUSTOMER: Ms. Andrea Anderson
Lambertus & Lambertus
Suite 604
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

ARTICLES OF MERGER

SUBWAY HEROES, INC.

INTO

SUBWAY 739, INC.

FILED
99 MAY 11 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

[Handwritten signature]

3/12

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUBWAY HEROES, INC., a Florida corporation, document number
P97000028322

INTO

SUBWAY 739, INC., a Florida corporation, M10763

File date: May 11, 1999

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 10, 1999

CSC
JANNA WILSON
TALLAHASSEE, FL

SUBJECT: SUBWAY HEROES, INC.
Ref. Number: P97000028322

We have received your document for SUBWAY HEROES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

THE PLAN OF MERGER CONTAINS INCORRECT INFORMATION CONCERNING THE REGISTERED AGENT OF THE ABOVE CORPORATION. PLEASE CORRECT. SEE THE ENCLOSED PRINT-OUT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 599A00025358

2-901720
99 MAY 11 PM 3:22

RES
Please
original
as file
original
file date

**ARTICLES OF MERGER
of
SUBWAY HEROES, INC.
INTO
SUBWAY 739, INC.**

FILED
9 MAY 11 11 PM 3:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, **SUBWAY 739, INC.**, a Florida corporation, and **SUBWAY HEROES, INC.**, a Florida corporation, adopt the following Articles of Merger for the purpose of merging **SUBWAY HEROES, INC.** into **SUBWAY 739, INC.**

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of **SUBWAY HEROES, INC.** into **SUBWAY 739, INC.** is attached to these Articles as an exhibit and incorporated herein by reference.

ADOPTION OF PLAN

2. The Plan of Merger was approved by the board of directors of **SUBWAY 739, INC.** at a special meeting of the board held on February 26, 1999, and the approval of the shareholders of **SUBWAY HEROES, INC.** is not required to effectuate the Plan of Merger.

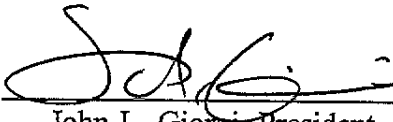
- (a) There are four hundred fifty (450) shares of common stock of **SUBWAY HEROES, INC.** currently issued and outstanding, of which four hundred fifty (450) are owned by **SUBWAY 739, INC.**

EFFECTIVE DATE

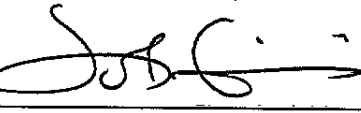
3. The Plan of Merger shall be effective when filed with the Secretary of State.

IN WITNESS WHEREOF, each of the undersigned corporations has caused theses Articles to be signed as of the 26th day of February, 1999.

SUBWAY 739, INC.

By: 
John L. Giorgi, President

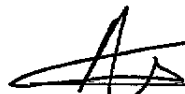
SUBWAY HEROES, INC.

By: 
John L. Giorgi, President

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, John L. Giorgi, a duly authorized President of both **SUBWAY HEROES, INC.** and **SUBWAY 739, INC.** who is personally known to me, and who executed the foregoing Articles of Merger and acknowledged upon oath before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the City of Fort Lauderdale, County of Broward, and State of Florida, this 17 day of March, 1999.


Notary Public, State of Florida
Printed Name: _____
My Commission Expires: _____



Arthur W. Lambertus
MY COMMISSION # CC571541 EXPIRES
July 22, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

EXHIBIT TO ARTICLES OF MERGER
**PLAN AND AGREEMENT OF MERGER AND
REORGANIZATION MERGING
SUBWAY HEROES, INC., and SUBWAY WEST, INC.
INTO
SUBWAY 739, INC.**

This Agreement of Merger and Plan of Reorganization is made this 26th day of February, 1999, by and between **SUBWAY HEROES, INC.**, and **SUBWAY WEST, INC.**, Florida corporations (the "Merging Corporations"), and **SUBWAY 739, INC.**, a Florida corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations."

WHEREAS, the principal office of the Surviving Corporation is in the State of Florida, located at 2415 N.W. 30th Street, Boca Raton, Florida 33431, its Registered Agent at that address is **JOHN L. GIORGI**; and

WHEREAS, the principal office of the Merging Corporation, **SUBWAY HEROES, INC.**, is located at 1499 South Dixie Highway, Lantana, Florida 33465; its Registered Agent is **ARTHUR W. LAMBERTUS, ESQ.** located at 2929 East Commercial Boulevard, Suite 604, Ft. Lauderdale, Florida 33308; and

WHEREAS, the principal office of the Merging Corporation, **SUBWAY WEST, INC.**, is located at 11435-11 W. Palmetto Park Road, Boca Raton, Florida 33428; its Registered Agent is **ARTHUR W. LAMBERTUS, ESQ.** located at 2929 East Commercial Boulevard, Suite 604, Ft. Lauderdale, Florida 33308; and

WHEREAS, the authorized capital stock of the Surviving Corporation consists of 5,000 shares, \$1.00 par value, and

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that the two (2) Merging Corporations, **SUBWAY HEROES, INC.**, and **SUBWAY WEST, INC.** be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of consolidating administrative functions.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below

ARTICLE I

The Constituent Corporations hereby agree that the two (2) Merging Corporations, **SUBWAY HEROES, INC.**, and **SUBWAY WEST, INC.**, shall be merged with and into the

Surviving Corporation, and the two (2) Merging Corporations and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the two (2) Merging Corporations shall cease on the Effective Date of this Agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows. Since all shares of the outstanding capital stock of each of the two (2) Merging Corporations, **SUBWAY HEROES, INC.**, and **SUBWAY WEST, INC.**, are currently owned by the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the stockholders after the Effective Date. The certificates representing the shares of stock of each of the two (2) Merging Corporations shall be surrendered and canceled on the Effective Date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

ARTICLE III

Pursuant to applicable statutory provisions, this merger does not require the approval of the shareholders of the Surviving Corporation or the Merging Corporations. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

- (a) All of the outstanding shares of capital stock of each of the two (2) Merging Corporations, **SUBWAY HEROES, INC.**, and **SUBWAY WEST, INC.** are currently owned, and on the Effective Date of this merger will be owned, by the Surviving Corporation;
- (b) This Agreement does not conflict with or make any changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation;
- (c) Since all shares of the two (2) Merging Corporations are owned by the Surviving Corporation, notice of the merger need not be given to shareholders of the two (2) Merging Corporations.

ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall become effective when filed with the Secretary of State.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective Presidents who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.

SUBWAY 739, INC.

By: 
JOHN L. GIORGI, PRESIDENT

SUBWAY HEROES, INC.

By: 
JOHN L. GIORGI, PRESIDENT

SUBWAY WEST, INC.

By: 
JOHN L. GIORGI, PRESIDENT