

LAMBERTUS & LAMBERTUS, P. A.

ATTORNEYS AT LAW

ARTHUR W. LAMBERTUS  
CHRISTINE L. LAMBERTUS\*

\*FLORIDA BAR BOARD CERTIFIED  
WILLS, TRUSTS AND ESTATES LAWYER

SUITE 604 BARNETT BANK TOWER  
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FORT LAUDERDALE, FLORIDA 33308

TELEPHONE (954) 772-1680  
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M 54 698

December 23, 1997

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-12/26/97--01077--012  
\*\*\*\*157.50 \*\*\*\*157.50

Secretary of State, Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

RE: Subway Partners, Inc.


Dear Sir/Madam:

Enclosed herewith is an original and copy of the Articles of Merger, with regard to the above-referenced corporation.

Also enclosed is my check in the amount of \$157.50 representing the required filing fees.


If all is in order, please file the enclosed instrument in your records and return certified copy of the Articles of Merger to this office.

Very truly yours,

  
Arthur W. Lambertus  
AWL/aa  
Enclosures

93 JAN 20 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

  
# Out copy  
Merger  
10P8  
M54698  
1-20-98

**ARTICLES OF MERGER**  
**Merger Sheet**

-----  
**MERGING:**

**SUBWAY 18162, INC.,** a Florida corporation, document P96000055275

and **SUBWAY KEY LARGO, INC.,** a Florida corporation, document  
P94000054369

**INTO**

**SUBWAY PARTNERS, INC.,** a Florida corporation, M54698

File date: January 20, 1998

Corporate Specialist: Carol Mustain

**LAMBERTUS & LAMBERTUS, P. A.**

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ARTHUR W. LAMBERTUS  
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TELEPHONE (954) 772-1680  
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January 12, 1998

Secretary of State, Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

**Attention: Ms. Carol Mustain**  
**Corporate Specialist**

**SUBJECT: Subway Partners, Inc.**  
**Ref. Number: M54698**  
**Letter Number: 498A00001050**

Dear Ms. Mustain:

Enclosed herewith is an original and copy of the Articles of Merger together with an original and copy of the Plan Of Merger as Exhibits thereto with regard to the above-referenced corporation.

If all is in order, please file the enclosed instrument in your records and return a certified copy of the Articles of Merger to this office.

Very truly yours,



Arthur W. Lambertus  
AWL/aa  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 8, 1998

ARTHUR LAMBERTUS  
2929 EAST COMMERCIAL BLVD.  
SUITE 604  
FT. LAUDERDALE, FL 33308

SUBJECT: SUBWAY PARTNERS, INC.  
Ref. Number: M54698

We have received your document for SUBWAY PARTNERS, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 498A00001050

**ARTICLES OF MERGER**  
of  
**SUBWAY KEY LARGO, INC. and SUBWAY 18162, INC.**  
**INTO**  
**SUBWAY PARTNERS, INC.**

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, SUBWAY PARTNERS, INC., a Florida corporation, and SUBWAY 18162, INC., a Florida corporation, and SUBWAY KEY LARGO, INC., a Florida corporation, adopt the following Articles of Merger for the purpose of merging SUBWAY KEY LARGO, INC. and SUBWAY 18162, INC., into SUBWAY PARTNERS, INC.

**PLAN OF MERGER**

1. The Plan of Merger setting forth the terms and conditions of the merger of SUBWAY KEY LARGO, INC. and SUBWAY 18162, INC., into SUBWAY PARTNERS, 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 PARTNERS, INC. at a special meeting of the board held on December 17, 1997, and the approval of the shareholders of SUBWAY PARTNERS, INC., SUBWAY KEY LARGO, INC. and SUBWAY 18162, INC., is not required to effectuate the Plan of Merger.

- (a) There are 600 shares of common stock of SUBWAY KEY LARGO, INC., currently issued and outstanding, of which 600 are owned by SUBWAY PARTNERS, INC.
- (b) There are 600 shares of common stock of SUBWAY 18162, INC., currently issued and outstanding, of which 600 are owned by SUBWAY PARTNERS, INC.

**EFFECTIVE DATE**

4. The Plan of Merger shall be effective on the filing of these Articles with the Department of State.

93 JAN 20 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

IN WITNESS WHEREOF, each of the undersigned corporations has caused theses Articles to be signed as of the 17th day of December, 1997.


SUBWAY PARTNERS, INC.

By: \_\_\_\_\_

  
John L. Giorgi, President


SUBWAY KEY LARGO, INC.

By: \_\_\_\_\_

  
Charles B. Serabian, President

SUBWAY KEY LARGO, INC.

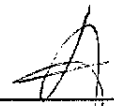
By: \_\_\_\_\_

  
Charles B. Serabian, 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 officer of SUBWAY PARTNERS, INC., who is personally known to me or has produced a \_\_\_\_\_ as identification, 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 Ft. Lauderdale, County of Broward, and State of Florida, this 17th day of December, 1997.

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


STATE OF FLORIDA  
COUNTY OF BROWARD



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

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, CHARLES B. SERABIAN, a duly authorized officer of SUBWAY KEY LARGO, INC., and SUBWAY 18162, INC., who is personally known to me or has produced a \_\_\_\_\_ as identification, 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 Ft. Lauderdale, County of Broward, and State of Florida, this 17th day of December, 1997.

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

CLIENT\88-00584\ARTICLES



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

**PLAN AND AGREEMENT OF MERGER AND  
REORGANIZATION MERGING  
SUBWAY KEY LARGO, INC. and SUBWAY 18162, INC.  
INTO  
SUBWAY PARTNERS, INC.**

This Agreement of Merger and Plan of Reorganization is made this 17th day of December, 1997, by and between SUBWAY KEY LARGO, INC. and SUBWAY 18162, INC., both Florida corporations (the "Merging Corporations"), and SUBWAY PARTNERS, 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 and registered office of the Surviving Corporation is in the State of Florida, located at 2415 Northwest 30th Street, in the City of Boca Raton, County of Palm Beach; its Registered Agent at that address is JOHN L. GIORGI; and

**WHEREAS**, the principal and registered office of the Merging Corporation, SUBWAY 18162, INC., is in the State of Florida located at 11950 Northwest 6th Street, in the City of Plantation, County of Broward; its Registered Agent at 2929 East Commercial Boulevard, Suite 604, Ft. Lauderdale, Florida 33319 is ARTHUR W. LAMBERTUS; and

**WHEREAS**, the principal and registered office of the Merging Corporation, SUBWAY KEY LARGO, INC. is in the State of Florida located at 11950 Northwest 6th Street, in the City of Plantation, County of Broward; its Registered Agent at that address is CHARLES B. SERABIAN; and

**WHEREAS**, the authorized capital stock of the Surviving Corporation consists of 500 shares and \$1.00 par value; and

**WHEREAS**, the Directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that both Merging Corporations 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 business operations;

**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 both Merging Corporations shall be merged with and into the Surviving Corporation, and both Merging Corporations and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporations continuing after the merger, and the separate existence of both Merging Corporation 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 both Merging Corporations 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 both 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 either of the Merging Corporations. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

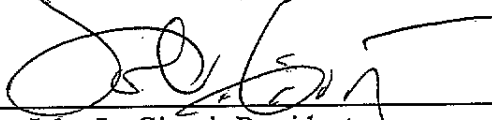
- (a) All of the outstanding shares of capital stock of both of the Merging Corporations are currently owned, and on the Effective Date of this merger will be owned, by the Surviving Corporation;
- (b) This Agreement does not conflict with or make any changes in the Articles of Incorporation or the Bylaws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

**ARTICLE IV**


This Agreement of Merger and Plan of Reorganization shall become effective on the date it is filed with the Secretary of State of the State of Florida.

**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 PARTNERS, INC.

By:   
John L. Giorgi, President

SUBWAY KEY LARGO, INC.

By:   
Charles B. Serabian, President

SUBWAY 18162, INC.

By:   
Charles B. Serabian, President