

M54698



ACCOUNT NO. : 072100000032

REFERENCE : 084751 10072A

AUTHORIZATION : Patricia P.

COST LIMIT : \$ 78.75

ORDER DATE : December 31, 1998

ORDER TIME : 10:08 AM

ORDER NO. : 084751-020

CUSTOMER NO: 10072A

400002727694--4

CUSTOMER: Arthur Lambertus, Esq
Lambertus & Lambertus
Suite 604
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

ARTICLES OF MERGER

SUBWAY DOWNTOWN BOCA, INC.

INTO

SUBWAY PARTNERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

merger sp
12/31/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 3:17

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUBWAY DOWNTOWN BOCA, INC., a FL corp., #L60958

INTO

SUBWAY PARTNERS, INC., a Florida corporation, M54698

File date: December 31, 1998

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
of
SUBWAY DOWNTOWN BOCA, INC.
INTO
SUBWAY PARTNERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 31 PM 3: 17

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

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of **SUBWAY DOWNTOWN BOCA, 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 30, 1998, and the approval of the shareholders of **SUBWAY DOWNTOWN BOCA, INC.** is not required to effectuate the Plan of Merger.

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

EFFECTIVE DATE

3. The Plan of Merger shall be effective as of the close of business on December 31, 1998.

IN WITNESS WHEREOF, each of the undersigned corporations has caused theses Articles to be signed as of December 30, 1998.

SUBWAY PARTNERS, INC.

By: [Signature]
Charles B. Serabian, Vice President

SUBWAY DOWNTOWN BOCA, INC.

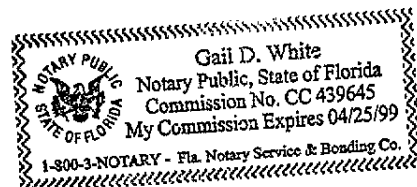
By: [Signature]
Charles B. Serabian, Vice President

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, Charles B. Serabian, Vice President, a duly authorized officer of **SUBWAY DOWNTOWN BOCA, INC.** and **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 Fort Lauderdale, County of Broward, and State of Florida, this 30 day of December, 1998.

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



**PLAN AND AGREEMENT OF MERGER AND
REORGANIZATION MERGING
SUBWAY DOWNTOWN BOCA, INC.
INTO
SUBWAY PARTNERS, INC.**

This Agreement of Merger and Plan of Reorganization is made this 30 day of December, 1998, by and between **SUBWAY DOWNTOWN BOCA, INC.**, a Florida corporation (the "Merging Corporation"), 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, Boca Raton, Florida 33431, in the 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 is in the State of Florida located at 2415 Northwest 30th Street, Boca Raton, Florida 33431, in the County of Palm Beach; its Registered Agent at that address is John L. Giorgi; and

WHEREAS, the authorized capital stock of the Surviving Corporation consists of five hundred (500) shares at \$1.00 and par value; and

WHEREAS, the Directors of the Constituent Corporations deem it advisable and to the advantage of the corporations that the Merging Corporation 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 consolidation of 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 the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation 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 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 the Merging Corporation 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 the Merging Corporation 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 Corporation. 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 the Merging Corporation 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 Merging Corporation are owned by the Surviving Corporation, notice of the merger need not be given to shareholders of the Merging Corporation.

ARTICLE IV

This Agreement of Merger and Plan of Reorganization shall become effective as of the close of business on December 31, 1998.

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 DOWNTOWN BOCA, INC.

By:  
Charles B. Serabian, Vice President

SUBWAY PARTNERS, INC.

By:  
Charles B. Serabian, Vice President