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FILED
DEC 18 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 935290 10072A

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pigute

ORDER DATE : December 18, 2000

ORDER TIME : 10:55 AM

ORDER NO. : 935290-005

800003503618--7

CUSTOMER NO: 10072A

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

DOMESTIC AMENDMENT FILING

NAME: SUBWAY PARTNERS, INC.

****FILE FIRST*****

EFFECTIVE DATE:

EFFECTIVE DATE
01-01-01

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

G. COULLIETTE DEC 18 2000

CONTACT PERSON: Darlene Ward ---EXT# 1135

EXAMINER'S INITIALS:

DEC 18 2000

CHIEF OF BUREAU
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

**ARTICLES OF SHARE EXCHANGE
OF
SUBWAY PARTNERS, INC., A FLORIDA CORPORATION
WITH
SUBWAY 739, INC., A FLORIDA CORPORATION**

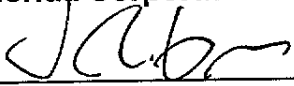
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Pursuant to Florida Statutes Section 607.1105 of the Florida Business Corporation Act (the "Act"), **SUBWAY PARTNERS, INC., a Florida Corporation**, and **SUBWAY 739, INC., a Florida Corporation**, adopt the following Articles of Share Exchange.

1. The Agreement and Plan of Share Exchange dated December __, 2000 ("Plan of Share Exchange"), between **SUBWAY PARTNERS, INC.** and **SUBWAY 739, INC.** was approved and adopted by the Shareholders of **SUBWAY PARTNERS, INC.** on December 12, 2000 and was adopted by the Shareholders of **SUBWAY 739, INC.** on December 12, 2000.
2. Under the Plan of Share Exchange, all issued and outstanding shares of **SUBWAY 739, INC.** stock will be exchanged for 230 shares of common stock of **SUBWAY PARTNERS, INC.**, and **SUBWAY 739, INC.** will become a wholly owned subsidiary of **SUBWAY PARTNERS, INC.**
3. The Plan of Share Exchange is attached as Exhibit "A" and incorporated by referenced as a fully set forth.
4. Under Florida Statutes Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Share Exchange shall be January 1, 2001.

IN WITNESS WHEREOF, the Parties have set their hands on December 12,
2000. EFFECTIVE DATE
01-01-01

**SUBWAY PARTNERS, INC.,
a Florida Corporation**

By: 
John L. Giorgi, President

**SUBWAY 739 INC.,
a Florida Corporation**

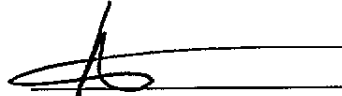
By: 
John L. Giorgi

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, the duly authorized President of both **SUBWAY PARTNERS, INC.** and **SUBWAY 739, INC.** who is personally known to me, and who executed the foregoing Articles of Share Exchange 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 12 day of December, 2000.





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

PLAN OF SHARE EXCHANGE

This Plan of Share Exchange ("Plan") is entered into between **SUBWAY PARTNERS, INC., a Florida Corporation, ("Acquiror")** and **SUBWAY 739, INC., a Florida Corporation, ("Acquiree")**.

1. DISTRIBUTION TO SHAREHOLDERS

On the effective date, all of the Shareholders of Acquiree not declining from the Plan shall exchange all of the outstanding stock of Acquiree for 230 shares of Acquiror and Acquiree shall become a wholly owned subsidiary of Acquiror.

2. SATISFACTION OF RIGHTS OF ACQUIREE'S SHAREHOLDERS

All shares of Acquiror's stock into which shares of Acquiree stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

3. "FRACTIONAL SHARES"

Fractional Shares of Acquiror's stock will not be issued to the holders of Acquiree's stock. Former holders of Acquiree stock who would be entitled to receive fractional shares of Acquiror stock on the effective date shall receive cash, an amount determined as follows:

Each fractional share shall be equal to a sum determined by multiplying the fractional interest times \$4,538.36.

4. SUPPLEMENTAL ACTION

If at any time after the effective date, Acquiror shall determine any further conveyances, agreements, documents, instruments, and insurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Acquiror or Acquiree, as the case may be, whether past or remaining in office shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary proper acts to carry out the provisions of this Plan.

5. FILING WITH THE FLORIDA SECRETARY OF STATE AND EFFECTIVE DATE

On the closing, as provided in the Agreement and Plan of Share Exchange of which this Plan is a part, Acquiror and Acquiree shall cause their respective Presidents to execute Articles of Share Exchange in the form attached to this Plan and, on execution, this Plan shall be deemed incorporated by reference into the Articles of Share Exchange as if fully set forth in such Articles and should become an exhibit to such Articles of Share Exchange. Thereafter, the Articles of Share Exchange shall be delivered for filing to the Florida Secretary of State. In accordance with Florida Statutes Section 607.1105 (1)(B) the Florida Business Corporation Act, the Articles of Share Exchange shall specify the effective date. The effective date shall be December 31, 2000.

6. AMENDMENT AND WAIVER


Any of the terms or conditions of this Plan may be waived at any time by Acquiror or Acquiree by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the Shareholders of Acquiree by an Agreement in writing executed in the same manner, or at any time thereafter as long as such change is in accordance with Florida Statutes Section 607.1103.

7. TERMINATION


At any time before the effective date, this Plan may be terminated and the Share of Exchange abandoned by mutual consents of the Boards of Directors of both corporations, notwithstanding favorable action by the Shareholders of Acquiree.

IN WITNESS WHEREOF, the Parties have set their hands on December 12, 2000

SUBWAY PARTNERS, INC.
a Florida Corporation

By: 
John L. Giorgi, President

SUBWAY 739, INC.
a Florida Corporation

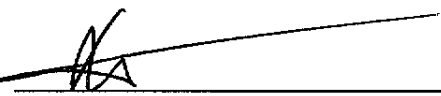
By: 
John L. Giorgi, President

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, the duly authorized President of **SUBWAY PARTNERS, INC. AND SUBWAY 739, INC.** who is personally known to me, and who executed the foregoing Plan of Share Exchange 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 12 day of December, 2000.




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