



M54698

FILED
00 DEC 18 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 935290 10072A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigatto

ORDER DATE : December 18, 2000

ORDER TIME : 11:0 AM

ORDER NO. : 935290-010

CUSTOMER NO: 10072A

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

300003503619--4

ARTICLES OF MERGER

SUBWAY 739, INC.

INTO

SUBWAY PARTNERS, INC.

EFFECTIVE DATE
01-01-01

*****~~FILE~~ SECOND*****

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

Q. COULLETTE DEC 18 2000

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

EC:11/17 81 023 0032

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2000 DEC 18 11:06 AM
CLERK

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUBWAY 739, INC., a Florida corporation, M10763

INTO

SUBWAY PARTNERS, INC., a Florida entity, M54698

File date: December 18, 2000, effective January 1, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032 Amount charged: 78.75

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PLAN OF MERGER

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

ADOPTION OF PLAN

EFFECTIVE DATE
01-01-01

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 12, 2000. The approval of the shareholders of **SUBWAY 739, INC.** and the Shareholders of **SUBWAY PARTNERS, INC.** is not required to effectuate the Plan of Merger. **SUBWAY 739, INC.** is a wholly owned subsidiary corporation of **SUBWAY PARTNERS, INC.**

There are 230 shares of common stock of **SUBWAY 739, INC.** currently issued and outstanding, of which 230 are owned by **SUBWAY PARTNERS, INC.**

EFFECTIVE DATE

3. The Plan of Merger shall be effective on January 1, 2001.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of the 12 day of December, 2000.

SUBWAY PARTNERS, INC.

By: [Signature]
John L. Giorgi, President

SUBWAY 739, INC.

By: [Signature]
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 both **SUBWAY PARTNERS, 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 12 day of December, 2000.



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

**PLAN AND AGREEMENT OF MERGER AND
REORGANIZATION MERGING
SUBWAY 739, INC.,
INTO
SUBWAY PARTNERS, INC.**

This Agreement of Merger and Plan of Reorganization is made this 12 day of December, 2000 by and between **SUBWAY 739, INC.**, 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 office of the Surviving Corporation **SUBWAY PARTNERS, INC.** is in the State of Florida, located at **1050 Sample Road, Pompano Beach, Florida 33064**; its Registered Agent is **John L. Giorgi** located at **2415 NW 30th Street, Boca Raton, Florida 33431**; and

WHEREAS, the principal office of the Merging Corporation, **SUBWAY 739, INC.**, is located at **155 N. Powerline Road, Deerfield Beach, Florida 33442**; its Registered Agent is **John L. Giorgi** located at **2415 NW 30th Street, Boca Raton, Florida 33431**; 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 Merging Corporation, **SUBWAY 739, INC.**, be merged into the Surviving Corporation **SUBWAY PARTNERS, INC.**, 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 Merging Corporation, **SUBWAY 739, INC.**, 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 January 1, 2001.

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, **SUBWAY 739, 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 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:

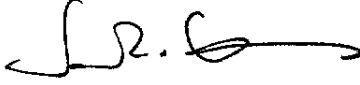
- (a) All of the outstanding shares of capital stock of the Merging Corporation, **SUBWAY 739, INC.**, are currently owned, and on the Effective Date of this merger will be owned, by the Surviving Corporation;
- (b) This Agreement does not conflict with or make any changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation;
- (c) Since all shares of the Merging Corporation are owned by the Surviving Corporation, notice of the merger need not be given to shareholders of the Merging Corporations.

ARTICLE IV

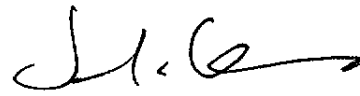
This Agreement of Merger and Plan of Reorganization shall become effective when filed with the Secretary of State.

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 PARTNERS, INC.

By: 
JOHN L. GIORGI, PRESIDENT

SUBWAY 739, INC.

By: 
JOHN L. GIORGI, PRESIDENT