



THE UNITED STATES
CORPORATION
COMPANY

1754698

ACCOUNT NO. : 072100000032

REFERENCE : 947334 10072A

AUTHORIZATION :

COST LIMIT : \$ 148.75

FILED
00 DEC 28 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 2000

ORDER TIME : 11:29 AM

ORDER NO. : 947334-005

CUSTOMER NO: 10072A

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

merger

EFFECTIVE DATE
11/1/01

300003516003--2

ARTICLES OF MERGER

SUBWAY SUNSHINE, INC.
SUBWAY 1293, INC.
SUBWAY 3666, INC.

INTO

SUBWAY PARTNERS, INC.

RECEIVED
00 DEC 28 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

DR
12/29/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUBWAY SUNSHINE, INC., a Florida corporation P94000079200

SUBWAY 1293, INC., a Florida corporation P93000045112

SUBWAY 3666, INC., a Florida corporation K97774

INTO

SUBWAY PARTNERS, INC., a Florida entity, M54698

File date: December 28, 2000, effective January 1, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 148.75

111101

**ARTICLES OF MERGER
of
SUBWAY SUNSHINE, INC., SUBWAY 1293, INC., AND SUBWAY 3666, INC.
INTO
SUBWAY PARTNERS, INC.**

FILED
00 DEC 28 PM 2:53
STATE OF FLORIDA
TALLAHASSEE

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, SUBWAY PARTNERS, INC., a Florida Corporation, SUBWAY SUNSHINE, INC., a Florida Corporation, SUBWAY 1293, INC., a Florida Corporation, and SUBWAY 3666, INC., a Florida Corporation, adopt the following Articles of Merger for the purpose of merging SUBWAY SUNSHINE, INC., SUBWAY 1293, INC. and SUBWAY 3666, INC. into SUBWAY PARTNERS, INC.

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of SUBWAY SUNSHINE, INC., SUBWAY 1293, INC. and SUBWAY 3666, 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 12, 2000, and the approval of the shareholders of SUBWAY PARTNERS, INC., SUBWAY SUNSHINE, INC., SUBWAY 1293, INC. and SUBWAY 3666, INC., is not required to effectuate the Plan of Merger.

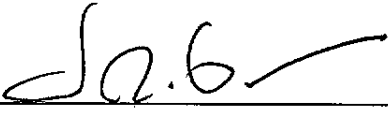
- (a) There are 500 shares of common stock of SUBWAY SUNSHINE, INC., currently issued and outstanding, of which 500 are owned by SUBWAY PARTNERS, INC.
- (b) There are 600 shares of common stock of SUBWAY 1293, INC., currently issued and outstanding, of which 600 are owned by SUBWAY PARTNERS, INC.
- (c) There are 600 shares of common stock of SUBWAY 3666, 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 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: 
John L. Giorgi, President

SUBWAY SUNSHINE, INC.

By: 
John L. Giorgi, President

SUBWAY 1293, INC.

By: 
John L. Giorgi, President

SUBWAY 3666, INC.

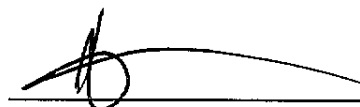
By: 
John L. Giorgi, President

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 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 12 day of December, 2000.



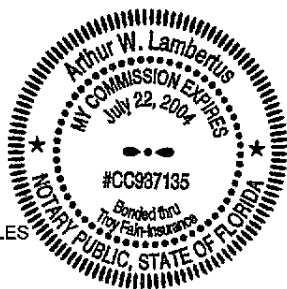



Notary Public, State of Florida
Printed Name: _____
My Commission Expires: _____

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 SUNSHINE, INC., SUBWAY 1293, INC. and SUBWAY 3666, 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 12 day of December, 2000.





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

CLIENT\68-00584\ARTICLES

**PLAN AND AGREEMENT OF MERGER AND
REORGANIZATION MERGING
SUBWAY SUNSHINE, INC., SUBWAY 1293, INC. and SUBWAY 3666, 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 SUNSHINE, INC., SUBWAY 1293, INC. and SUBWAY 3666, INC., all 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 SUNSHINE, INC., 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 1293, INC. 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 3666, INC. 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 authorized capital stock of the Surviving Corporation consists of 5,000 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 January 1, 2001.

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 SUNSHINE, INC.

By: 
John L. Giorgi, President

SUBWAY 1293, INC.

By: 
John L. Giorgi, President

SUBWAY 3666, INC.

By: 
John L. Giorgi, President