



THE UNITED STATES
CORPORATION
COMPANY

P95000019244

ACCOUNT NO. : 072100000032

REFERENCE : 388470 10072A

AUTHORIZATION :

Patricia Pijut

COST LIMIT : \$ 70.00

ORDER DATE : September 27, 1999

ORDER TIME : 2:43 PM

ORDER NO. : 388470-005

CUSTOMER NO: 10072A

CUSTOMER: Ms. Andrea Anderson
Lambertus & Lambertus
Suite 604
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

EFFECTIVE DATE
10/1/99

700002998507--7

ARTICLES OF MERGER

SUBWAY STORES, INC.

INTO

SUBWAY ASSOCIATES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

FILED
99 SEP 27 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 SEP 27 PM 3:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DR
9/28/99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SUBWAY STORES, INC., a Florida corporation P94000046626

,

INTO

SUBWAY ASSOCIATES, INC., a Florida entity, P95000019244.

File date: September 27, 1999 , effective October 1, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

EFFECTIVE DATE

10/1/99

**ARTICLES OF MERGER
of
SUBWAY STORES, INC.
INTO
SUBWAY ASSOCIATES, INC.**

FILED
99 SEP 27 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of **SUBWAY STORES, INC.** into **SUBWAY ASSOCIATES, 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 ASSOCIATES, INC.** at a special meeting of the board held on September 6, 1999. The approval of the shareholders of **SUBWAY STORES, INC.** and the Shareholders of **SUBWAY ASSOCIATES, INC.** is not required to effectuate the Plan of Merger. **SUBWAY STORES, INC.** is a wholly owned subsidiary corporation of **SUBWAY ASSOCIATES, INC.**

There are 510 shares of common stock of **SUBWAY STORES, INC.** currently issued and outstanding, of which 510 are owned by **SUBWAY ASSOCIATES, INC.**

EFFECTIVE DATE

3. The Plan of Merger shall be effective on October 1, 1999.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of the 6 day of September, 1999.

SUBWAY ASSOCIATES, INC.

By: _____

John L. Giorgi, President

SUBWAY STORES, 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, the duly authorized President of both **SUBWAY ASSOCIATES, INC.** and **SUBWAY STORES, 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 6 day of September, 1999.

Notary Public, State of Florida

Printed Name: _____

My Commission Expires: _____

ARTICLES\SUBWAY.ASS\ARTICLES.MER



Arthur W. Lambertus
MY COMMISSION # CC671541 EXPIRES
July 22, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

**PLAN AND AGREEMENT OF MERGER AND
REORGANIZATION MERGING
SUBWAY STORES, INC.,
INTO
SUBWAY ASSOCIATES, INC.**

This Agreement of Merger and Plan of Reorganization is made this 6 day of September, 1999 by and between **SUBWAY STORE, INC.**, Florida corporation (the "Merging Corporation"), and **SUBWAY ASSOCIATES, 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 is in the State of Florida, located at **2491 H Okeechobee Boulevard, West Palm Beach, Florida 33409**; its Registered Agent is **ARTHUR W. LAMBERTUS** located at **2929 East Commercial Boulevard, Suite 604, Ft. Lauderdale, Florida 33308**; and

WHEREAS, the principal office of the Merging Corporation, **SUBWAY STORES, INC.**, is located at **6080 Okeechobee Boulevard, West Palm Beach, Florida 33401**; its Registered Agent is **ARTHUR W. LAMBERTUS**, located at **2929 East Commercial Boulevard, Suite 604, Ft. Lauderdale, Florida 33308**; and

WHEREAS, the authorized capital stock of the Surviving Corporation consists of **10,000 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 STORES, INC.**, 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 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 STORES, 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 October 1, 1999.

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 STORES, 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 STORES, 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.

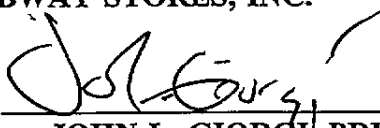
SUBWAY ASSOCIATES, INC.

By: _____


JOHN L. GIORGI, PRESIDENT

SUBWAY STORES, INC.

By:



JOHN L. GIORGI, PRESIDENT

CLIENT95-0174PLAN&GRASS