

P95000075241

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EFFECTIVE DATE
7/1/12

2012 JUN 27 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 26, 2012

Amendment Section
Division of Corporations
Clifton Building
2661 W. Executive Center Circle
Tallahassee, Florida 32301-5020

Via Federal Express

Re: **JLG Company**
Our File No. 4647-1

Dear Sir/Madame:

Enclosed for filing are the Articles of Merger of Subway Partners, Inc., and Subway Retail, Inc., with and into JLG Company. Our check is the amount of \$113.75 representing the filing fee and certified copy fee is enclosed.

The contact person at the surviving company, his address and the email address for annual report notification are:

John L. Giorgio
JLG Company
6555 Somerset Circle
Boca Raton, Florida 33496-4021
John@SubwaySouth.com

For further information regarding this matter, please call Joseph Barry Schimmel, Esquire, at 305-670-0201.

Very truly yours,


MARY W. KURLANSIK, Legal Assistant

Enclosures

cc: Mr. John L. Giorgi
Rick Lundy, CPA

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ARTICLES OF MERGER

EFFECTIVE DATE
7-1-12

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes:

First: The name, jurisdiction and document number of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
JLG Company	Florida	P95000075241

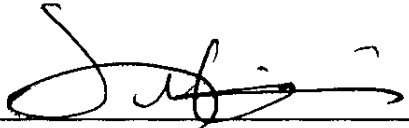
Second: The name, jurisdiction and document number of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Subway Partners, Inc.	Florida	M54698
Subway Retail, Inc.	Florida	P040000127848

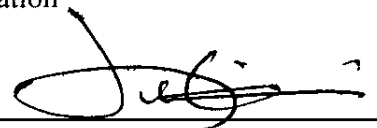
Third: The attached Plan of Merger was unanimously adopted by the shareholders of the surviving corporation and the shareholders of the merging corporations on June 1, 2012.

Fourth: The merger shall become effective on July 1, 2012.

JLG COMPANY, Surviving Corporation

By: 
JOHN L. GIORGI, President

SUBWAY RETAIL, INC., Merging Corporation

By: 
JOHN L. GIORGI, President

SUBWAY PARTNERS, INC., Merging Corporation

By: 
LORI A. GIORGI, President

FILED
2012 JUN 27 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes:

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
JLG Company	Florida

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Subway Partners, Inc.	Florida
Subway Retail, Inc.	Florida

Third: On the effective date of the merger, the separate existence of each merging corporation shall cease and the surviving corporation, without further action, shall possess all of their rights and privileges immediately preceding the merger. All assets of any nature of each merging corporation, without further action, shall be vested in the surviving corporation immediately following the merger. Following the merger, the surviving corporation shall be responsible for all liabilities and obligations of each merging corporation. Any claim existing or action or proceeding pending against any merging corporations may be continued as if the merger did not occur or the surviving corporation may be substituted for such merging corporation in any such proceeding. Neither the rights of creditors of nor any liens on the property of any merging corporation shall be impaired by the merger.

Fourth: The articles of incorporation and By-Laws of the surviving corporation in effect immediately before the merger shall not be changed by the merger and shall continue to be its articles of incorporation and By-Laws subsequent to the merger.

Fifth: Upon the merger, the shares of each merging corporation shall be cancelled, and no new shares of the surviving corporation shall be issued.