

P95000096994

SMITH
SAUER
& DEMARIA
ATTORNEYS AT LAW

December 21, 2000

G. Thomas Smith
Board Certified
Real Estate Attorney

Secretary of State
Corporate Records Division
Department of State
P. O. Box 6327
Tallahassee, FL 32314

FILED
00 DEC 26 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Subway of Barrancas, Inc.
Document Number P95000096994

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-12/26/00--01090--016
*****35.00 *****35.00

Dear Sir/Madame:

Enclosed please find the original a copies of the Articles of Dissolution and the Resolution relative to the above along with a check in the amount of \$35.00 to cover the filing fee. Please date stamp the copies and return to my attention. If you have any questions, please do not hesitate to give our office a call at (850) 434-2761.

Sincerely,

Gloria Heckman

Gloria Heckman
Legal Assistant to
G. Thomas Smith

/enclosures

J. Lewis
T. LEWIS JAN 8 2001

ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Subway of Barrancas, Inc.

2. The names and respective addresses of its officers are:

President -	Brenda J. Boulton
Vice President -	Robert N. Hagemeyer
Secretary -	Robert N. Hagemeyer
Treasurer -	Brenda J. Boulton

3. The names and respective addresses of its directors are:

Brenda J. Boulton
Robert N. Hagemeyer

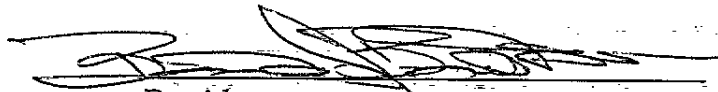
4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefore.

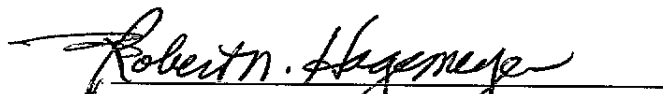
5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

A copy of the resolution to dissolve is attached. That resolution was adopted by the shareholders of the corporation on the 12th day of December, 2000.

DATED this 12th day of December, 2000.


President


Secretary

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me by Brenda J. Boulton who is the President of Subway of Barrancas Corporation and who is personally known to me or produced Known as identification on this 12th day of Dec, 2000.

NOTARY STAMP:



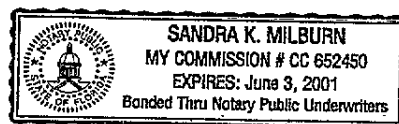
Anna-Marie E. Wells
NOTARY PUBLIC
Printed Name: Anna-Marie E. Wells
My Commission Expires:

STATE OF FLORIDA
COUNTY OF Santa Rosa

The foregoing instrument was acknowledged before me by Robert N. Hagemeyer who is the Secretary of Subway of Barrancas Corporation and who is personally known to me or produced KNOWN as identification on this 13th day of December, 2000.

NOTARY STAMP:

Sandra K. Milburn
NOTARY PUBLIC
Printed Name: Sandra K. Milburn
My Commission Expires:



RESOLUTION OF THE SHAREHOLDERS OF
SUBWAY OF BARRANCAS, INC.

WHEREAS, the Shareholders of Subway of Barrancas, Inc. have declared it advisable that the corporation be dissolved effective December 12, 2000 be approved.

WHEREAS, the Shareholders of Subway of Barrancas, Inc. do hereby approve of the dissolution of said Corporation.

RESOLVED, that the dissolution of Subway of Barrancas, Inc., effective December 12, 2000 are hereby approved.

RESOLVED FURTHER, that the Chairman and Secretary of this meeting are hereby authorized and directed to make, execute, and acknowledge a certificate under the corporation seal of this Corporation.

I, Robert N. Hagemeyer, do hereby certify that I am the duly elected and qualified secretary and the keeper of the records and corporate seal of Subway of Barrancas, Inc., a corporation organized and existing under the laws of the State of Florida, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Shareholders thereof, convened and held in accordance with law and bylaws of said Corporation on December 12, 2000, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this 12th day of December, 2000.


Robert N. Hagemeyer