

835457

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

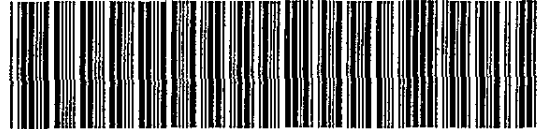
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05 DEC 21 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 21 PM 3:31

DR
12/21/05

CT CORPORATION

December 21, 2005

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 6529636 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Chefs International-Palm Beach, Inc. (FL)
Post-Merger Foreign Filing(s)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley.Mitchell@wolterskluwer.com

1203 Governors Square Blvd.
Tallahassee, FL 32301-2960
Tel. 850 222 1092
Fax 850 222 7515

211106

ARTICLES OF MERGER
(Profit Corporations)

FILED

05 DEC 21 PM 5:00

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CHEFS INTERNATIONAL, INC. d/b/a LA CREPE RESTAURANT (in Florida)	Delaware	835457

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CHEFS INTERNATIONAL - PALM BEACH, INC.	Florida	596615


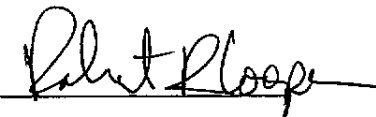
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the later of January 1, 2006 or the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 16, 2005 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 16, 2005.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
CHEFS INTERNATIONAL, INC. d/b/a LA CREPE RESTAURANT		Robert M. Cooper President
CHEFS INTERNATIONAL - PALM BEACH, INC.		Robert M. Cooper President

PLAN of MERGER
of
CHEFS INTERNATIONAL – PALM BEACH, INC.
into
CHEFS INTERNATIONAL, INC.

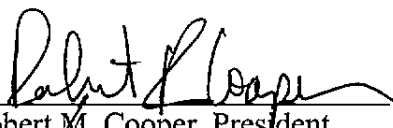
A. CHEFS INTERNATIONAL – PALM BEACH, INC., a Florida corporation ("CIPB") shall be merged into CHEFS INTERNATIONAL, INC., a Delaware corporation qualified to conduct business as a foreign corporation in Florida under the name "CHEFS INTERNATIONAL, INC. d/b/a La Crepe Restaurant" ("CHEFS"), with CHEFS being the sole survivor to the merger. As a result of the merger, CHEFS shall succeed to all of the assets and shall assume all of the liabilities of CIPB. The certificate of incorporation of CHEFS shall be the certificate of incorporation of the surviving corporation. Upon the effectiveness of the merger, CIPB shall be dissolved.

B. The merger shall be effected by the filing by CHEFS, the surviving corporation, of duly executed Articles of Merger with the Florida Department of State. The merger shall be effective at the later of January 1, 2006 or the filing of the Articles of Merger with the Florida Department of State.

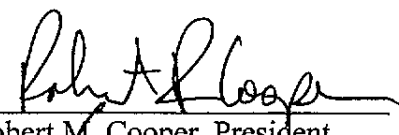
C. Upon effectiveness of the merger, each outstanding share of capital stock of CIPB shall be cancelled.

IN WITNESS WHEREOF the parties hereto have agreed to this Plan of Merger this 16th of December 2005.

CHEFS INTERNATIONAL – PALM BEACH, INC.
By CHEFS INTERNATIONAL, INC.
(CIPB's sole stockholder)

By 
Robert M. Cooper, President

CHEFS INTERNATIONAL, INC.

By 
Robert M. Cooper, President