

G13605

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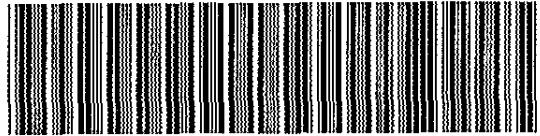
(Business Entity Name)

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RECEIVED
02 DEC 31 PM 4:11
DIVISION OF CORPORATION

FILED
02 DEC 31 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN JAN - 2 2003



ACCOUNT NO. : 072100000032

REFERENCE : 876810 7378A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 31, 2002

ORDER TIME : 2:24 PM

ORDER NO. : 876810-015

CUSTOMER NO: 7378A

CUSTOMER: Oonagh B. Engo, Legal Asst
Scheer & Associates, Inc.
Suite 400
50 East Sample Road
Pompano Beach, FL 33064

ARTICLES OF MERGER

APPROX, INC

INTO

2300 RESTAURANT CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight /JKG
EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet*

MERGING:

APPROX, INC., a Florida entity, 563753

INTO

2300 RESTAURANT CORP., a Florida entity, G13605

File date: December 31, 2002

Corporate Specialist: Teresa Brown

To: Department of State
Tallahassee, Florida 32304

Date paid: _____, 2002
Filing Fee: \$ _____

FILED
02 DEC 31 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
APPROX, INC. AND 2300 RESTAURANT CORP.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

1. The names of the corporations which are parties to the within merger are Approx, Inc. and 2300 Restaurant Corp. 2300 Restaurant Corp. is the surviving corporation.

2. The Plan of Merger attached hereto and made a part hereof was approved and adopted by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act on December 2, 2002.

3. As to each of the undersigned corporations, the number of shares outstanding are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>
Approx, Inc.	100
2300 Restaurant Corp.	100

There is only one class of stock for each of the corporations.

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Total Voted For</u>	<u>Total Voted Against</u>
Approx, Inc.	100	0
2300 Restaurant Corp.	100	0

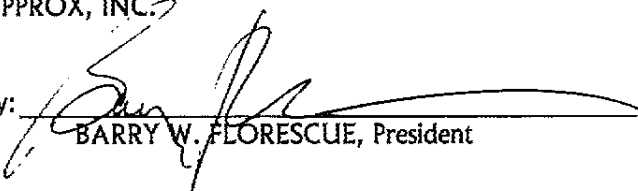
There is only one class of stock for each of the corporations.

5. The merger shall become effective on the day that these Articles of Merger are filed with the Secretary of State.

6. The registered office of Approx, Inc. is at 50 E. Sample Road, Suite 400, Pompano Beach, Florida 33064. The registered office of 2300 Restaurant Corp. is at 50 E. Sample Road, Suite 400, Pompano Beach, Florida 33064. The registered office of the surviving corporation, 2300 Restaurant Corp. is at 50 E. Sample Road, Suite 400, Pompano Beach, Florida 33064.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent corporations by their authorized officers as of the 30th day of December, 2002.

APPROX, INC.

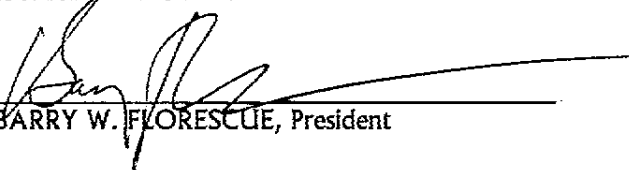
By: 
BARRY W. FLORESCUE, President

Sworn to before me this 30th day of December, 2002.

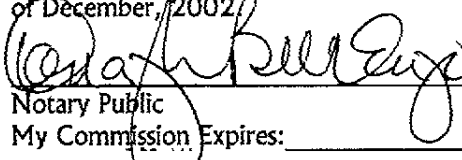

Notary Public
My Commission Expires: _____

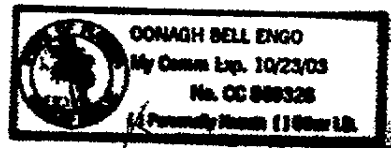
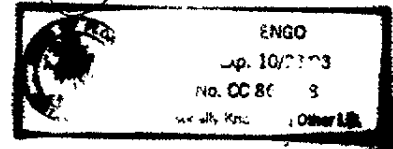


2300 RESTAURANT CORP.

By: 
BARRY W. FLORESCUE, President

Sworn to before me this 30th day of December, 2002.


Notary Public
My Commission Expires: _____



AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of the 30TH day of December, 2002 between Approx, Inc., a Florida corporation ("Approx") and 2300 Restaurant Corp., a Florida corporation ("2300").

W I T N E S S E T H:

WHEREAS, 2300 has authorized capital stock consisting of 7,500 shares of common stock, \$1.00 par value per share ("2300-Common"), 100 shares of which, as of the date hereof, are issued and outstanding; and

WHEREAS, Approx has authorized capital stock consisting of 1,000 shares of common stock, \$.01 par value per share ("Approx-Common"), 100 shares of which, as of the date hereof, are issued and outstanding; and

WHEREAS, the respective Boards of Directors of 2300 and Approx deem it advisable and in the best interests of each of such corporations and their respective stockholders that Approx be merged with and into 2300 (the "Merger") upon the terms and subject to the conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, and in accordance with the laws of the State of Florida, the parties hereto agree that Approx shall be merged with and into 2300 and that the terms and conditions of the Merger shall be as follows:

ARTICLE I

MERGER OF APPROX INTO APPROX EFFECTIVE TIME

Section 1.01. At the Effective Time (as defined in Section 1.02 below), Approx shall be merged with and into 2300, the separate existence of Approx, shall cease, and 2300, as the surviving corporation, shall continue its corporate existence under the laws of the State of Florida and shall succeed, insofar as permitted by law, to all rights, assets, liabilities and obligations of Approx in accordance with the Business Corporation Law of the State of Florida (the "BCL").

Section 1.02. As soon as practicable after each of the conditions set forth in Article 4 has been satisfied or waived, 2300 and Approx will file, or cause to be filed, with the Secretary of State of the State of Florida, a certificate or articles of merger for the Merger, which certificate or articles of merger shall be in the form required by and executed in accordance with applicable provisions of Florida law. The Merger shall become effective at 11:59 p.m. on the 15th day of December, 2002 (the "Effective Time").

ARTICLE 2

ARTICLES OF INCORPORATION; BY-LAWS; CONVERSION OF SHARES

Section 2.01. The Articles of Incorporation, By-Laws and name of 2300 in existence and in effect immediately prior to the Effective Time shall be the Articles of Incorporation, By-Laws and name, respectively, of the surviving corporation unless and until the same shall thereafter be altered, amended or repealed.

Section 2.02. Each of the issued and outstanding shares of Approx-Common shall be converted into one share of Common Stock, \$1.00 par value per share, of 2300 ("2300-Common"). Each outstanding certificate representing shares of Approx-Common will continue to represent the same number of shares of 2300-Common.

ARTICLE 3

COVENANTS

Section 3.01. Approx agrees that it will not, after the date hereof and prior to the Effective Time, authorize or issue any additional shares of Approx-Common, any security convertible into, or exchangeable for, shares of Approx-Common or any warrants, options or other rights to purchase or subscribe for any shares of Approx-Common.

Section 3.02. Each party agrees that it will make every reasonable effort to obtain such consents or approvals and to take such further actions as may be necessary or appropriate in furtherance of the transactions contemplated hereby.

ARTICLE 4

CONDITIONS

The obligations of the parties hereto are subject to the satisfaction of the following conditions, which shall have been satisfied at or prior to the Effective Time:

Section 4.01. All approvals and consents necessary to consummate the Merger shall have been obtained.

Section 4.02. The obligations of each party hereunder shall be subject to the performance, by the other party, of its respective agreements and obligations pursuant hereto. Each party to whom performance is owed may waive, as to itself, the performance of any agreement or obligation of the other party.

Section 4.03. Notwithstanding satisfaction of the conditions contained in Sections 4.01 and 4.02 hereof, the Board of Directors of 2300 shall have the right not to proceed with the transactions contemplated by this Agreement if, in its judgment, it determines that such transactions would, for any reason, not be in the best interests of 2300 or its stockholder(s).

ARTICLE 5

MISCELLANEOUS

Section 5.01. This Agreement shall be construed under and in accordance with, and be governed by, the laws of the State of Florida applicable to contracts made and to be performed entirely within the State of Florida.

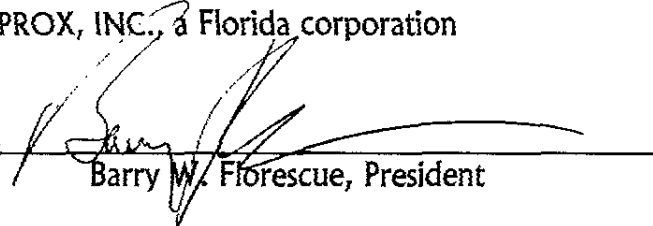
Section 5.02. This Agreement may be executed in one or more counterparts, each of which, when so executed, shall be deemed to be an original and such counterparts shall together constitute one and the same agreement.

Section 5.03. Subject to Sections 4.01, 4.02 and 4.03 hereof, this Agreement shall be binding on, and shall inure to the benefit of, the parties hereto and their respective successors and permitted assigns.

IN WITNESS WHEREOF the parties hereto have executed this Agreement as
of the date first above written.

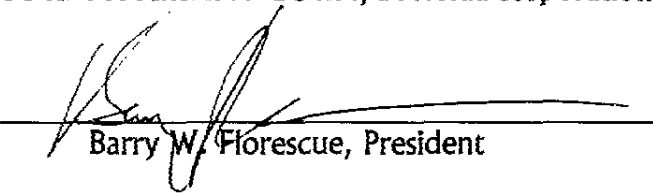
APPROX, INC., a Florida corporation

By:


Barry W. Florescue, President

2300 RESTAURANT CORP., a Florida corporation

By:


Barry W. Florescue, President