

K93330

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

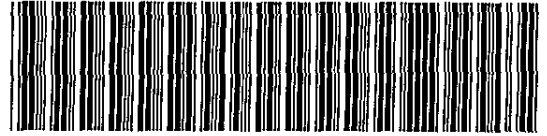
(Business Entity Name)

(Document Number)

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01/13/03--01020--006 **35.00

11/14/02--01088--017 **43.75

FILED

02 JAN -7 3H 12

SECRETARY OF STATE
MILWAUKEE, WISCONSIN

*merger
T. Lewis 1/13/03*

PAUL J. LANE, ESQ.

Attorney at Law

2755 E. Oakland Park Blvd. Ste. 300

Ft. Lauderdale, Fl. 33306

TEL. 954-566-0004 FAX. 954-566-0633

January 6, 2003

Thelma Lewis
Document Specialist Supervisor
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399

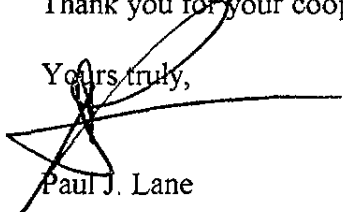
Re: Ref. # P96000091410 LORD NELSON'S BRITISH PUB & EATERY, INC.

Dear Ms. Lewis:

Pursuant to your request, attached is my check for \$35.00 as additional fees owed with respect to the merger of Lord Nelson with Pedigree Investments.

Thank you for your cooperation.

Yours truly,


Paul J. Lane

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pedigree Investments Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Paul J. Lane Esq.
(Name of person)

(Name of firm/company)

2755 E. Oakland Pk. Blvd. # 300
(Address)

Ft. Lauderdale, Fl. 33306
(City/state and zip code)

For further information concerning this matter, please call:

Paul J. Lane at (954) 566-0004
(Name of person) (Area code & daytime telephone number)

Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 20, 2002

PAUL J. LANE, ESQ.
2755 E. OAKLAND PARK BLVD.
#300
FT. LAUDERDALE, FL 33306

SUBJECT: LORD NELSON'S BRITISH PUB & EATERY, INC.
Ref. Number: P96000091410

We have received your document for LORD NELSON'S BRITISH PUB & EATERY, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records show the above corporation was administratively dissolved by this office on 10-4-02, for failure to file the 2002 uniform business report.

The corporation must be reinstated before the Merger can be filed.

Attached is the reinstatement application the filing fees are: \$600 reinstatement filing fee, \$150 for the 2002 uniform business report and \$35.00 balance due for the Articles of Merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 102A00062839

ARTICLES OF MERGER
Merger Sheet

MERGING:

LORD NELSON'S BRITISH PUB & EATERY, INC., a Florida entity,
P96000091410

INTO

PEDIGREE INVESTMENTS, INC., a Florida entity, K93330

File date: January 7, 2003

Corporate Specialist: Thelma Lewis

FILED
02 JAN -7 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporation)

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 and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Pedigree Investments, Inc.	Florida	K 93330

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Lord Nelson's British Pub & Eatery, Inc.	Florida	P96000091410

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (date, if filled in, must be after filing, up to 90 days from filing).



Fifth: Adoption of merger by surviving corporation:

1. The Plan of Merger was adopted by the shareholders of the surviving corporation on 10/1/02.
OR
2. The Plan of Merger was adopted by the board of directors of the surviving corporation on NA and shareholder approval as not required.

Sixth: Adoption of merger by merging corporation(s):

1. The Plan of Merger was adopted by the shareholders of the merging corporation on 10/1/02
OR
2. The Plan of Merger was adopted by the board of directors of the merging corporation on NA and shareholder approval as not required.

Seventh: SIGNATURES FOR EACH CORPORATION:

<u>NAME</u>	<u>SIGNATURE</u>	<u>TYPE OR PRINTED NAME</u>
Pedigree Investments, Inc.		<u>ROBIN BRISLAND</u> President
Lord Nelson's British Pub & Eatery, Inc.		<u>ROBIN BRISLAND</u> President

**PLAN OF MERGER
(Non-Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101 F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Pedigree Investments, Inc.	Florida	K 93330

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Lord Nelson's British Pub & Eatery, Inc.	Florida	P96000091410

Third: The terms of the Plan of Merger are as follows:

1. The articles of incorporation of Pedigree, as in effect immediately prior to the effective date of the merger, shall remain the articles of incorporation of the surviving corporation.
2. The by-laws of Pedigree, as in effect immediately prior to the effective date of the merger, shall remain the by-laws of the surviving corporation.
3. The directors and officers of Pedigree, as in office immediately prior to the effective date of the merger, shall remain the directors and officers of the surviving corporation.
4. Upon consummation of the merger, the surviving corporation, Pedigree, shall succeed, without other transfer, to all of the rights and property of Lord Nelson and shall be subject to all the debts, liabilities, and obligations of Lord Nelson in the same manner as if incurred by Pedigree.
5. All rights of creditors and all liens and trusts upon or arising from the property of Pedigree and Lord Nelson shall be preserved unimpaired, provided that the liens and trust obligations upon property of Lord Nelson shall be limited to the property affected thereby immediately prior to the time the merger is effective.
6. Any action or proceeding pending by or against Lord Nelson may be prosecuted to judgment, which shall bind Pedigree, or Pedigree may be proceeded against in its place.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. Lord Nelson's British Pub & Eatery, Inc. (hereinafter referred to as "Lord Nelson") shall merge with and into Pedigree Investments, Inc. (hereinafter referred to as "Pedigree").

2. Each share of stock in Lord Nelson shall be converted into a share of stock in Pedigree. Each share of stock in Pedigree shall remain a share of stock in Pedigree.

Fifth: There is no amendment to, or restatement of, any articles or by-laws.

Sixth: SIGNATURES FOR EACH CORPORATION:

NAME

SIGNATURE

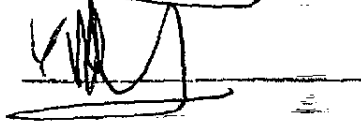
TYPE OR PRINTED NAME

Pedigree Investments, Inc.



ROBIN BERGLAND President
Pedigree Invest.

Lord Nelson's British
Pub & Eatery, Inc.



ROBIN BERGLAND President
Lord Nelson.