

L060000018265

(Requestor's Name)

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(City/State/Zip/Phone #)

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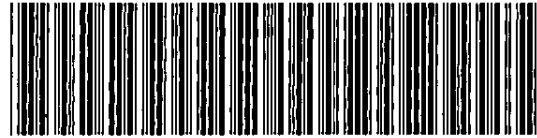
(Business Entity Name)

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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

FEB 11 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 438149 9156A

AUTHORIZATION :

COST LIMIT :

*[Handwritten signature]*

**FILED**  
08 FEB - 8 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 8, 2008

ORDER TIME : 3:06 PM

ORDER NO. : 438149-005

CUSTOMER NO: 9156A

ARTICLES OF MERGER

NFM CHEESEHEADS, LLC

INTO

NFM PIZZA VENTURE, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

## CERTIFICATE OF MERGER

Pursuant to the provisions of the Chapter 608 of the Florida Statutes of the state of Florida, NFM Cheeseheads, LLC, a limited liability company created under the laws of the state of Florida (the "merging company"), and NFM Pizza Venture, LLC, a limited liability company created under the laws of the state of Florida (the "surviving company") adopt the following certificate of merger.

### 1. Names of Merging Limited Liability Companies

The names of the limited liability companies that are merging are NFM Cheeseheads, LLC and NFM Pizza Venture, LLC.

### 2. Name of Surviving Limited Liability Company

NFM Pizza Venture, LLC will be the surviving limited liability company in this merger.

### 3. Plan of Merger

A copy of the plan of merger between the merging company and the surviving company is attached to these articles of merger as Exhibit A.

### 4. Member Approval

**4.1 Approval by Members of Merging Company.** In accordance with the terms of the operating agreement of the merging company, the plan of merger was approved by a written consent of all Members of the company. The effective date of the written consent was January 19, 2008.

**4.2 Approval by Members of Surviving Company.** In accordance with the terms of the operating agreement of the surviving company, the plan of merger was approved by a written consent signed by all members of the company. The effective date of the written consent was January 19, 2008.

### 5. Effective Date

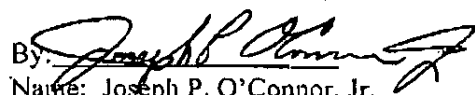
This merger of the merging company into the surviving company will be effective when these articles of merger are filed in accordance with the Chapter 608 of the Florida Statutes of the state of Florida.

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TALLAHASSEE, FLORIDA

L06000018259

**MERGING COMPANY:**

NFM Cheeseheads, LLC,  
a Florida limited liability company

By: 

Name: Joseph P. O'Connor, Jr.

Its: Managing Member

**SURVIVING COMPANY:**

NFM Pizza Venture, LLC,  
a Florida limited liability company

By: 

Name: Joseph P. O'Connor, Jr.

Its: Managing Member

## PLAN OF MERGER

**DATE:** January 19, 2008

**PARTIES:** NFM Cheeseheads, LLC, a limited liability company created under the laws of the state of Florida (the "merging company")

NFM Pizza Venture, LLC, a limited liability company created under the laws of the state of Florida (the "surviving company")

### AGREEMENTS:

**1. Merger**

On the effective date, as defined below, the merging company will be merged with and become a part of the surviving company.

**2. Effect of Merger**

- 2.1 Single Limited Liability Company.** At the time of this merger, the separate existence of the merging company will cease, both the merging company and the surviving company will be a single limited liability company, and that single limited liability company will be the surviving company.
- 2.2 Title to Assets.** At the time of this merger, the title to all real estate and other property owned by the merging company and the surviving company will be vested in the surviving company without reversion or impairment, and without further act or deed.
- 2.3 Liabilities and Obligations.** At the time of this merger, the surviving company will assume all liabilities and obligations of the merging company.
- 2.4 Pending Proceedings.** Any proceeding pending against the merging company or the surviving company at the time of this merger may be continued as if the merger did not occur. If the proceeding involves the merging company, the surviving company may be substituted as a party to the proceeding.
- 2.5 Articles of Organization.** The articles of organization of the surviving company will not be amended or otherwise affected by the merger.
- 2.6 Operating Agreement.** The operating agreement of the surviving company must be amended as provided in the Merger Agreement between the merging company and the surviving company that is dated on the same date as this plan of merger (the "merger agreement"). Otherwise, the operating agreement of the surviving company will not be

affected by this merger and will remain in full force and effect in accordance with its terms.

**2.7 Managing Members.** Each of the Managing Members of the surviving company who are serving at the time of this merger will continue to serve as a Managing Members until the next meeting of members called for the purpose of electing Managing Members, or until the Managing Member's earlier death, resignation, or removal.

**2.8 Members.** At the time of this merger, each of the members of the merging company will become a member of the surviving company, and each of the members of the surviving company will remain a member of the surviving company. The ownership interests and capital accounts of the members of the surviving company following the merger will be determined under the terms of the merger agreement.

**3. Effective Date**

The effective date of this merger will be the date on which articles of merger are filed in accordance with the Chapter 608 of the Florida Statutes of the state of Florida. Articles of merger must be filed promptly following the approval of this plan by the members of the merging company and of the surviving company.

**4. Intent**


The merging company and the surviving company intend that the transaction contemplated by this plan will be a merger of limited liability companies under the Chapter 608 of the Florida Statutes of the state of Florida and that, for federal income tax purposes, the transaction will result in a continuation of the surviving company under the provisions of Treasury Regulations §1.708-1(c)(1).

**5. Governing Law**

The validity and interpretation of this plan will be governed by the law of the state of Florida.

**MERGING COMPANY:**

NFM Cheeseheads, LLC,  
a Florida limited liability company

By:   
Name: Joseph P. O'Connor, Jr.  
Its: Managing Member

**SURVIVING COMPANY:**

NFM Pizza Venture, LLC,  
a Florida limited liability company

By:   
Name: Joseph P. Connor, Jr.  
Its: Managing Member