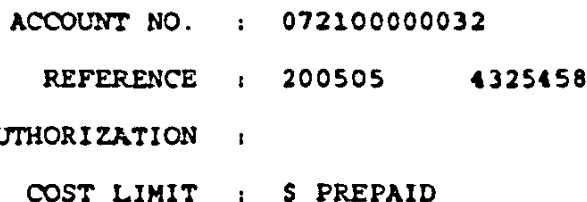


K 85656



CUSTOMER: Craig Minegar, Esq
Cohen Todd Kite & Stanford
16th Floor
525 Vine Street
Cincinnati, OH 452023124

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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***332.50 ***332.50

**CASUAL RESTAURANT CONCEPTS,
INC.**

RECEIVED
STOCKS DIVISION
FEB 22 1967

CONTACT PERSON: Carina L. Dunlap
EXAMINER'S INITIALS:

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

CASUAL RESTAURANT CONCEPTS II, INC., a Florida corporation, S69206

INTO

CASUAL RESTAURANT CONCEPTS, INC., a Florida corporation, K85656

File date: December 24, 1996, effective December 30, 1996

Corporate Specialist: Steven Harris

EFFECTIVE DATE

12 31 96

ARTICLES OF MERGER

CASUAL RESTAURANT CONCEPTS, INC., a Florida corporation, and CASUAL RESTAURANT CONCEPTS II, INC., a Florida corporation, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger:

1. The Plan of Merger is: See Exhibit A attached hereto and incorporated herein by reference.
2. The effective date of the Merger is: December 30, 1996.
3. CASUAL RESTAURANT CONCEPTS, INC., a Florida corporation, adopted the Plan of Merger on December 20, 1996, by a unanimous vote of all the Shareholders and Directors of that corporation.
4. CASUAL RESTAURANT CONCEPTS II, INC., a Florida corporation, adopted the Plan of Merger on December 20, 1996, by a unanimous vote of all the Shareholders and Directors of that corporation.
5. The Articles of Incorporation of CASUAL RESTAURANT CONCEPTS, INC., a Florida corporation, the surviving corporation, are not amended.

CASUAL RESTAURANT CONCEPTS, INC., CASUAL RESTAURANT CONCEPTS II,
a Florida corporation INC., a Florida
corporation.

By: Franklin W. Carson

Franklin W. Carson, President
and Secretary

By: Franklin W. Carson

Franklin W. Carson, President
and Secretary

[CORP. SEAL]

[CORP. SEAL]

FILED
56 DEC 24 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

) SS:

COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 23rd day of December, 1996, by Franklin W. Carson, as President and Secretary, of CASUAL RESTAURANT CONCEPTS, INC., a Florida corporation, on behalf of the corporation. The foregoing person is personally known to me or has produced a driver's license as identification.



"OFFICIAL SEAL"
Annette B. Kirk
My Commission Expires 8/20/99
Commission #CC 489753

Annette B. Kirk
NOTARY PUBLIC

Print Name: Annette B. Kirk

My Commission Expires: 8/20/99

STATE OF FLORIDA)

) SS:

COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 23rd day of December, 1996, by Franklin W. Carson, as President and Secretary, of CASUAL RESTAURANT CONCEPTS II, INC., a Florida corporation, on behalf of the corporation. The foregoing person is personally known to me or has produced a driver's license as identification.



"OFFICIAL SEAL"
Annette B. Kirk
My Commission Expires 8/20/99
Commission #CC 489753

Annette B. Kirk
NOTARY PUBLIC

Print Name: Annette B. Kirk

My Commission Expires: 8/20/99

127511

PLAN OF MERGER

CASUAL RESTAURANT CONCEPTS, INC., a Florida corporation and CASUAL RESTAURANT CONCEPTS II, INC., a Florida corporation, hereby adopt the following Plan of Merger pursuant to §607.1101, Fla. Stat. (1996).

1. The names of the corporations planning to merge are:

CASUAL RESTAURANT CONCEPTS, INC.
CASUAL RESTAURANT CONCEPTS II, INC.

2. The name of the surviving corporation shall be:

CASUAL RESTAURANT CONCEPTS, INC.

3. The terms and conditions of the merger are:

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

4. The manner and basis of converting the shares of the absorbed corporation into shares, rights, obligations, and other securities of the surviving corporation is as follows:

(a) Each share of the One Dollar (\$1.00) par value common stock of Casual Restaurant Concepts II, Inc. issued and outstanding on the effective date of the merger shall be converted into one (1) share of the One Dollars (\$1.00) par value common stock of Casual Restaurant Concepts, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

5. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger. The directors and officers of the surviving corporation shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.
6. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all actions


necessary or appropriate under the laws of the State of Florida to consummate this merger.

7. This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on December 20, 1996.
8. The effective date of the merger is: December 30, 1996.



Franklin W. Carson, Sole Director

As the Board of Directors of
Casual Restaurant Concepts, Inc.,
a Florida corporation



Franklin W. Carson, Sole Director

As the Board of Directors of
Casual Restaurant Concepts II, Inc.,
a Florida corporation

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