

205908

ARTICLES OF MERGER
Merger Sheet

MERGING:

WEST HOLLYWOOD LANES RESTAURANT, INC., a Florida corporation,
262721

INTO

CROSSROADS BOWLING LANES, INC., a Florida corporation, 205908

File date: June 30, 1997

Corporate Specialist: Darlene Connell

JUN 30 '97 16:19 TO-190 92240

FROM-HODGSON, RUSS

T-531 P.02/04 F-734

6/30/97
4:10 PM

205908

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H97000010781 7))

TO: DIVISION OF CORPORATIONS
(850) 922-4000

FAX #:

FROM: HODGSON, RUSS, ANDREWS, ET AL
072720000242

ACCT#:

CONTACT: DONNA DEMPSEY
PHONE: (561) 394-0500
(561) 394-3862

FAX #:

NAME: CROSSROADS BOWLING LANES INC
AUDIT NUMBER.....H97000010781
DOC TYPE.....MERGER OR SHARE EXCHANGE
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PAGES..... 2
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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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97 JUN 30 PM 4: 27
TALLAHASSEE, FLORIDA

Merger
7/2/97
De


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 ANDREWS
 WOODS &
 GOODYEAR LLP**
 ATTORNEYS AT LAW

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 Boca Raton, FL 33431-8599
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 THOMAS E. SLINCY, P.A.

JAMES A. PORTER, P.A.
 Of Counsel

MEMBER OF NEW YORK

PAUL R. COMEAU
 MARK S. KLEIN
 STEPHAN M. NEWMAN

H97000010781

June 30, 1997

VIA TELECOPY/904-922-4001

Secretary of State
 Corporation Division
 409 E. Gaines Street
 Tallahassee, Florida 32302

Dear Sir:

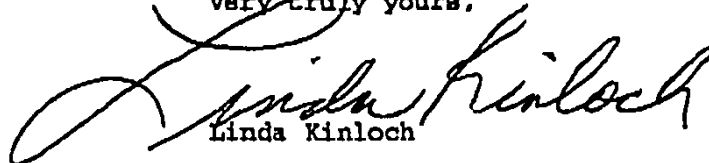
RE: Crossroads Bowling Lanes, Inc.

Attached please find the Articles of Merger of West Hollywood Lanes Restaurant, Inc. and Crossroads Bowling Lanes, Inc.

Please charge our account accordingly and forward a certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.


Very truly yours,


 Linda Kinloch

Attachment

H97000010781

65984_1



HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR, LLP
 ATTORNEYS AT LAW

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 Boca Raton, FL 33431
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Boca Raton
Buffalo
New York
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Toronto

ald/3013 -

To: Darlene at the Secretary of State

Fax No.: 904-922-4001

Pages: 4

File No.: 00160.0527 (Conbow Corporation)

Operator: _____ / Floor/Ext: /

Date: July 1, 1997 4:06pm

Fax Memorandum


Dear Darlene:

Attached please find the plan of merger corresponding to the Articles of Merger received by your office yesterday. The Ref. No. is E97000010781. If there is a problem with getting this filed TODAY - please contact Tracey at (561) 394-3862 (fax number) immediately.

Thank you and I look forward to our confirmation of this merger TODAY.

We need to have these dated June 30, 1997, since that is when your office received the Articles of Merger.

This is a CONFIDENTIAL transmission from an attorney. This is intended for the designated addressee only. This is a private communication and may be subject to legal rules of confidentiality. If you are not the intended recipient, please contact us immediately and REFRAIN FROM DISCLOSING or USING the ENCLOSED INFORMATION IN ANY WAY. In the event of missing pages or other problems with the transmission of this Fax, please call: (561) 394-0500



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*Albany
Boca Raton
Buffalo
New York
Rochester
Toronto*

To: Darlene at the Secretary of State

Fax No.: (904) 922-4001
Pages: 2

File No.: 00160.0527 (Conbow Corporation)

Operator: _____ / Floor/Ext: _____
Date: July 1, 1997 4:36pm

Fax Memorandum

Dear Darlene:

Attached please find the first page of the Articles of Merger with the preparers information.

This is a **CONFIDENTIAL** transmission from an attorney. This is intended for the designated addressee only. This is a private communication and may be subject to legal rules of confidentiality. If you are not the intended recipient, please contact us immediately and **REFRAIN FROM DISCLOSING** or **USING** the **ENCLOSED INFORMATION IN ANY WAY**.
In the event of missing pages or other problems with the transmission of this Fax, please call: (561) 394-0500

JUL 01 '97 16:28 TO-19049224001
JUN 27 '97 15:36 TO-17168337604

FROM-HODGSON & RUSS
FROM-HODGSON & RUSS

T-571 P.02/02 F-770
T-430 P.02/02 F-770

AUDIT NUMBER: H97000010781

ARTICLES OF MERGER

OF

WEST HOLLYWOOD LANES RESTAURANT, INC.
(a Florida Corporation)

And

CROSSROADS BOWLING LANES, INC.
(a Florida Corporation)

FILED
97 JUN 30 PM 4: 27
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1105, Florida statutes, these Articles of Merger provide the following:

1. West Hollywood Lanes Restaurant, Inc., a Florida Corporation, shall be merged with and into Crossroads Bowling Lanes, Inc., a Florida Corporation, which shall be the surviving corporation.
2. The merger shall become effective on the date these Articles of Merger are filed by the Secretary of State of Florida.
3. The Agreement and Plan of Merger, pursuant to which West Hollywood Lanes Restaurant, Inc. shall be merged with and into Crossroads Bowling Lanes, Inc., was unanimously adopted by the Shareholders of West Hollywood Lanes Restaurant, Inc. by resolutions adopted on June 27, 1997, and by the Shareholders of Crossroads Bowling Lanes, Inc. by resolutions adopted June 27, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of West Hollywood Lanes Restaurant, Inc. and Crossroads Bowling Lanes, Inc. by their authorized officers as of June 27, 1997.

West Hollywood Lanes Restaurant, Inc.

By: Terrence P. Dobbins
Terrence Dobbins, President

Prepared by:

Anthony L. Dutton
Hodgson, Russ, Andrews, Woods &
Goodyear
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Bar Number: 268046
(561) 394-0500

Crossroads Bowling Lanes, Inc.

By: Terrence P. Dobbins
Terrence Dobbins, President

Audit Number: H97000010781

JUN 30 '97 16:21 TO-19049224001
JUN 27 '97 15:36 TO-17188337604

FROM-HODGSON & RUSS
FROM-MULLENBACH & RUSS

T-532 P.04/04 F-734
1780 P.04/04 1780

AUDIT NUMBER: H97000010781

ACKNOWLEDGMENT

STATE OF NEW YORK
COUNTY OF ERIE

The foregoing instrument was acknowledged before me this 27 day of June, 1997, by Terrence Dobbins as President of West Hollywood Lanes Restaurant, Inc., a Florida Corporation, on behalf of the Corporation. He is personally known to me or has produced N/A as identification and did take an oath.

Notary Public:

Signature
Print

Lorraine J. O'Connor
LORRAINE J. O'CONNOR

State of New York at Large (Seal)
My Commission Expires:

LORRAINE J. O'CONNOR
NOTARY PUBLIC STATE OF NEW YORK
QUALIFIED IN ERIE COUNTY
MY COMMISSION EXPIRES 11/30/97

ACKNOWLEDGMENT

STATE OF NEW YORK
COUNTY OF ERIE

The foregoing instrument was acknowledged before me this 27 day of June, 1997, by Terrence Dobbins as President of Crossroads Bowling Lanes, Inc., a Florida Corporation, on behalf of the Corporation. He is personally known to me or has produced N/A as identification and did take an oath.

Notary Public:

Signature
Print

Lorraine J. O'Connor
LORRAINE J. O'CONNOR

State of New York at Large (Seal)
My Commission Expires:

LORRAINE J. O'CONNOR
NOTARY PUBLIC STATE OF NEW YORK
QUALIFIED IN ERIE COUNTY
MY COMMISSION EXPIRES 11/30/97

76113

AUDIT NUMBER: H97000010781

PLAN OF MERGER
OF
WEST HOLLYWOOD LANES RESTAURANT, INC.
INTO
CROSSROADS BOWLING LANES, INC.

Ref. No. H97000010721

The following Plan of Merger has been adopted by the Boards of Directors and Sole Shareholder of West Hollywood Lanes Restaurant, Inc. and Crossroads Bowling Lanes, Inc., pursuant to Section 607.1101 of the Florida Business Corporation Act:

1. The names of the Corporations planning to merge are West Hollywood Lanes Restaurant, Inc. and Crossroads Bowling Lanes, Inc. The name of the surviving Corporation is Crossroads Bowling Lanes, Inc.

2. The terms and conditions of the proposed merger are as follows:
 - (a) The merger shall be effective on the date the Articles of Merger of the constituent Corporations are filed by the Secretary of State of Florida.

 - (b) Conbow Corporation is the Sole Shareholder of both West Hollywood Lanes Restaurant, Inc. and Crossroads Bowling Lanes, Inc.

(c) Upon the merger becoming effective, each share of West Hollywood Lanes Restaurant, Inc. shall be cancelled.

(d) The effect of the merger shall be the effect prescribed in Section 607.1106 of the Florida Business Corporation Act.

(e) The By-laws of Crossroads Bowling Lanes, Inc., the surviving corporation, as they shall exist on the effective date of the merger, shall continue in full force and effect and until the same shall be altered, amended or repealed as therein provided.

(f) From and after the effective date of the merger, the Board of Directors of Crossroads Bowling Lanes, Inc., the surviving corporation, shall continue in office until their successors are elected and qualified or until their earlier death, resignation or removal. If at or after the effective date of the merger, a vacancy shall exist in the Board of Directors of the surviving corporation, such vacancy may thereafter be filled in the manner provided by law and the By-laws of the surviving corporation.

(g) From and after the effective date of the merger, the officers of Crossroads Bowling Lanes, Inc., the surviving corporation, shall continue in office in the same

capacity or capacities, until their successors are
elected and qualified or until their earlier death,
resignation or removal.

Dated: June 27, 1997

Ref. No. H97000010781

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