

302305

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

LIL' CHAMP FOOD STORES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Hester
4/27/2000
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MILLER ENTERPRISES, INC., a Florida corporation, document number 246957

INTO

LIL' CHAMP FOOD STORES, INC., a Florida entity, 302305.

File date: April 27, 2000

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
of
MILLER ENTERPRISES, INC.
(a Florida corporation)
with and into
LIL' CHAMP FOOD STORES, INC.
(a Florida corporation)

FILED
00 APR 27 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act (the "Act"), Section 607.1105, Miller Enterprises, Inc., a Florida corporation ("Miller"), and Lil' Champ Food Stores, a Florida corporation ("Lil' Champ"), hereby submit these Articles of Merger:

1. A copy of the Plan of Merger (the "Plan") with respect to the merger of Miller with and into Lil' Champ is attached to these Articles of Merger as Exhibit "A" and is incorporated herein.

2. The effective date of the Merger shall be the date the Articles of Merger are filed with the Secretary of State of Florida.

3. The Plan was approved by the Board of Directors of Miller on April 26, 2000. Shareholder approval was not required pursuant to Section 607.1104, Florida Statutes.

4. The Plan was approved by the Board of Directors of Lil' Champ on April 26, 2000. Shareholder approval was not required pursuant to Section 607.1104, Florida Statutes.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by their duly authorized officers this 26th day of April, 2000.

MILLER ENTERPRISES, INC.

By: 
Steven J. Ferreira, Secretary

312307

LIL' CHAMP FOOD STORES, INC.

By: 
Steven J. Ferreira, Vice-President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER
of
MILLER ENTERPRISES, INC.
(a Florida corporation)
with and into
LIL' CHAMP FOOD STORES, INC.
(a Florida corporation)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 26th day of April, 2000, by and between **MILLER ENTERPRISES, INC.**, a Florida corporation ("Miller"), and **LIL' CHAMP FOOD STORES, INC.**, a Florida corporation ("Lil' Champ") (Miller and Lil' Champ hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, Miller is a corporation organized and existing under the laws of the State of Florida, with its principal office at 9143 Phillips Highway, Suite 200, Jacksonville, Florida; and

WHEREAS, Lil' Champ is a corporation organized and existing under the laws of the State of Florida, with its principal office at 9143 Phillips Highway, Suite 200, Jacksonville, Florida; and

WHEREAS, Lil' Champ owns all of the authorized and outstanding capital common stock of Miller; and

WHEREAS, the respective Boards of Directors and Shareholders of each of the Constituent Corporations have deemed it advisable to merge Miller with and into Lil' Champ (the "Merger"), and have approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Corporations have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

On the Effective Date, as defined in Article X below, the Merger shall become effective, at which time the separate existence of Miller shall cease and Miller shall be merged, pursuant to Section 607.1101 of the Florida Business Corporation Act, with and into Lil' Champ, which shall continue its corporate existence and be the corporation surviving the Merger (the "Surviving Corporation").

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ARTICLE II

The Surviving Corporation shall be governed by the laws of the State of Florida. On the Effective Date, the Articles of Incorporation of Lil' Champ as filed with the Secretary of State of the State of Florida shall be the Articles of Incorporation of the Surviving Corporation. The purposes and powers of the Surviving Corporation shall be as set forth in the Articles of Incorporation of Lil' Champ until further amended in the manner provided by law.

ARTICLE III

On the Effective Date, the existing Bylaws of Lil' Champ shall be the Bylaws of the Surviving Corporation, until the same shall thereafter be altered, amended or repealed in accordance with applicable law, the Articles of Incorporation and said Bylaws.

ARTICLE IV

On the Effective Date, the existing officers and directors of the Surviving Corporation, shall remain its officers and directors. If, on the Effective Date, a vacancy exists, it may thereafter be filled in the manner provided by the Bylaws of the Surviving Corporation.

ARTICLE V

The manner of carrying into effect the Merger shall be as follows:

1. On the Effective Date, each issued and outstanding share of Miller common stock shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto; and
2. Each issued and outstanding share of Lil' Champ common stock shall remain issued and outstanding after the Effective Date and the Merger shall have no effect on any shares of Lil' Champ common stock that are authorized or outstanding.

ARTICLE VI

At such time as the Merger becomes effective, title to all of the assets of Miller shall be vested in Lil' Champ without reversion or impairment and Lil' Champ shall thenceforth be responsible for all of the liabilities and obligations of Miller. Any proceeding pending against Miller may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

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ARTICLE VII

Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said Surviving Corporation, according to the terms hereof, the title to any property or rights of Miller, the last acting officers of Miller, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

ARTICLE VIII

On the Effective Date, all of the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments or eliminations of inter-company items as may be appropriate giving effect to the Merger.

ARTICLE IX

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Corporations by appropriate resolution of any of the Boards of Directors at any time prior to the Effective Date of the Merger.

ARTICLE X

This Agreement and Articles of Merger incorporating the terms of this Agreement shall be filed and recorded in accordance with the laws of the State of Florida as soon as practicable after the last approval by the Boards of Directors of the Constituent Corporations. The Shareholders of Miller who, except for the applicability of Section 607.1104, Florida Statutes (1999), would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, Florida Statutes (1999), may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The Merger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Date").

ARTICLE XI

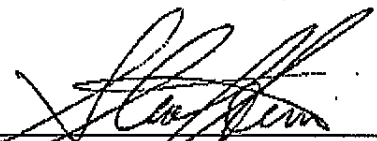
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This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Corporations have caused this Agreement to be signed in its corporate name by its duly authorized officer all as of the date first above written.

MILLER ENTERPRISES, INC.

By: 
Steven J. Ferreira, Secretary

LIL' CHAMP FOOD STORES, INC.

By: 
Steven J. Ferreira, Vice-President

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