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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

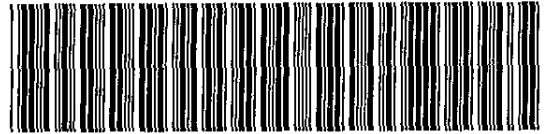
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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06/05/03--01064--016 \*\*70.00

EFFECTIVE DATE  
6/9/03

RECEIVED  
03 JUN -5 AM 11:34  
STATE  
DEPT. OF REVENUE  
TALLAHASSEE, FLORIDA

FILED  
03 JUN -5 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
AJR  
6/19/03

X00789, 02775, 00672

**CT CORPORATION**

June 5, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5848402 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

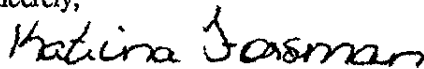
Please file the attached:

Semorán Pizza Huts of Southwest Georgia, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,



Katrina Forsman  
Fulfillment Specialist  
Katrina\_Forsman@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 5, 2003

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: SEMORAN PIZZA HUTS OF SOUTHWEST GEORGIA, INC.  
Ref. Number: J72390

We have received your document for SEMORAN PIZZA HUTS OF SOUTHWEST GEORGIA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 903A00035462

Please backdate Filing date to:

June 5, 2003

Thank You!

6/19/03

RECEIVED  
03 JUN 19 AM 10:56  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FILED  
03 JUN -5 PM 2:1  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Semoran Management Corp.	Florida	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Semoran Pizza Huts of Southwest Georgia, Inc.	Florida	

**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** 06 / 09 / 03 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on May 29, 2003 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 29, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

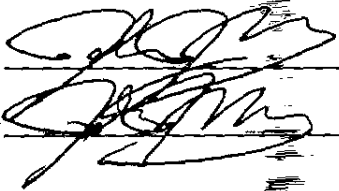
Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Semoran Management Corp.

Semoran Pizza Huts of  
Southwest Georgia, Inc.



John J. Murphy, Presid  
John J. Murphy, Presid

EFFECTIVE DATE  
6/9/03

## PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Semoran Management Corp.	Florida

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Semoran Pizza Huts of Southwest Georgia, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the effectiveness of the Merger, each share of stock of Semoran Pizza Huts of Southwest Georgia, Inc. then issued and outstanding shall thereupon and without more be extinguished and canceled, without consideration, and no shares of Semoran Management shall be issued in exchange therefor. Each share of stock of Semoran Management Corp. then issued and outstanding shall remain issued and outstanding.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

1. The Merger. Semoran Pizza Huts of Southwest Georgia, Inc. shall be merged with and into Semoran Management Corp. (the "Merger"). Following the Merger, shall continue as the surviving corporation under the name Semoran Management Corp., the separate corporate existence of Semoran Pizza Huts of Southwest Georgia, Inc shall cease, and Semoran Management Corp. shall possess all the rights, privileges, powers and franchises of Semoran Pizza Huts of Southwest Georgia, Inc and assume all of the liabilities and obligations of Semoran Pizza Huts of Southwest Georgia, Inc.
2. Effective Time. The Merger shall become effective as of the close of business on June 9, 2003 (the "Effective Time").
3. Articles of Incorporation and By-Laws. Upon consummation of the Merger at the Effective Time, the Articles of Incorporation and By-Laws of Semoran Management Corp. in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation and By-Laws of the Surviving Corporation, until amended or repealed as provided therein or by law.