

478293

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MERGER OR SHARE EXCHANGE

GULF FLA. DOUGHNUT CORP.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$96.25

**Please note the effective filing date of June 30, 2002 at 11:59 p.m. as stated in section "Sixth" of the Articles of Merger.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

LAKE PROPERTIES, LLC, L99000009003, A Florida Limited Liability Company

INTO

GULF FLA. DOUGHNUT CORP., a Florida entity, 478293

File date: June 25, 2002, effective June 30, 2002

Corporate Specialist: Michelle Hodges

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382 of the Florida Statutes:

FIRST: The name, street address of its principal office, jurisdiction, and entity type of the merging party (the "Merged Entity") is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lake Properties, LLC 4705 W. Cayuga Street Tampa, Florida 33614	Florida	Limited liability company

Florida Document/Registration Number: L99000009003
FEIN: 59-3625585

SECOND: The name, street address of its principal office, jurisdiction, and entity type of the surviving entity is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gulf-Fla. Doughnut Corp. 3615 East Lake Avenue Tampa, Florida 33610	Florida	Corporation

Florida Document/Registration Number: 478293
FEIN: 59-1605364

THIRD: The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Sections 607.1108 and 608.438 of the Florida Statutes, and was approved by Surviving Entity in accordance with Chapter 607 of the Florida Statutes and the Merged Entity in accordance with Chapters 608 of the Florida Statutes.

FOURTH: The Plan of Merger was approved by the sole manager and all of the members of the Merged Entity on June 25, 2002, in accordance with Section 608.4381 of the Florida Statutes.

FIFTH: The Plan of Merger was approved by all of the directors of the Surviving Entity on June 25, 2002, in accordance with Section 607.1103 of the Florida Statutes; shareholder approval was not required.

SIXTH: The effective date of the merger herein provided shall be June 30, 2002, at 11:59 p.m.

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SEVENTH: This merger is permitted by all laws of the State of Florida and is not prohibited by the Articles of Incorporation or Bylaws of the Surviving Entity or the Articles of Organization or Operating Agreement of the Merged Entity.

[Signatures on Next Page]

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These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida this 25 day of June, 2002.

GULF-FLA. DOUGHNUT CORP.,
a Florida corporation

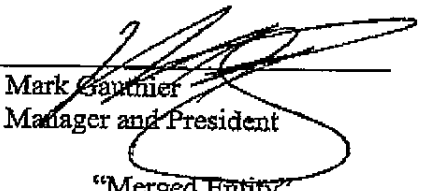
By: _____


Mark Gauthier
President

"Surviving Entity"

LAKE PROPERTIES, LLC,
a Florida limited liability company

By: _____


Mark Gauthier
Manager and President

"Merged Entity"

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EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") dated June 25, 2002, between Gulf-Fla. Doughnut Corp., a Florida corporation ("Surviving Corporation") and Lake Properties, LLC, a Florida limited liability company ("Merged LLC") (hereinafter individually called "Merging Entity" and together with the Surviving Corporation called the "Merging Entities").

WITNESSETH:

WHEREAS, the Articles of Incorporation of the Surviving Corporation were filed in the office of the Secretary of State of Florida on July 1, 1975;

WHEREAS, the Articles of Organization of Merged LLC were filed in the office of the Secretary of State of Florida on December 20, 1999, and effective on January 1, 2000; and

WHEREAS, the board of directors and the shareholders of the Surviving Corporation and the members and the managers of the Merged LLC have authorized the merger of Merged LLC into Surviving Corporation pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law;

NOW, THEREFORE, the merger of Merged LLC into Surviving Corporation shall be accomplished as follows:

ARTICLE I

Merger

Effective on June 30, 2002, at 11:59 p.m. (the "Effective Date"), Merged LLC shall be merged into Surviving Corporation and Surviving Corporation shall merge Merged LLC into itself.

ARTICLE II

Articles of Incorporation, Bylaws and Name

The Articles of Incorporation and Bylaws of the Surviving Corporation shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be "Gulf-Fla. Doughnut Corp."

ARTICLE III

Conversion of Shares and Membership Interests

(a) Each share of common capital stock, par value \$1.00 per share, of Surviving Corporation outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, remain outstanding as one share of common capital stock.

(b) Any and all membership interests of Merged LLC, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be cancelled and extinguished and shall cease to exist, and shall not be converted into shares of capital stock of Surviving Corporation. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing membership interest shall tender their respective certificates to Surviving Corporation for cancellation.

ARTICLE IV

Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing Articles of Incorporation and Bylaws of Surviving Corporation shall remain in effect and unchanged as a result of this merger.

(b) The directors of Surviving Corporation on the Effective Date shall remain as the directors of the Surviving Corporation after the merger. The name and business addresses of the directors are as follows:

Robert L. McCoy 4810 Culbreath Isles Road, Tampa, Florida 33629

Patricia B. McCoy 4810 Culbreath Isles Road, Tampa, Florida 33629

(c) The officers of Surviving Corporation on the Effective Date shall remain as the officers of Surviving Corporation.

(d) The Surviving Corporation shall pay all expenses incident to this merger.

(e) Prior to the Effective Date, neither Merging Entity shall issue, sell or issue rights to subscribe to any shares of stock or membership interests.

(f) Prior to the Effective Date, neither Merging Entity shall incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

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(g) Upon the Effective Date, the separate existence of Merged LLC shall cease, and Merged LLC shall be merged into Surviving Corporation, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged LLC. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged LLC shall be vested in Surviving Corporation, and the title to any real estate, whether by deed or otherwise, vested in Merged LLC shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged LLC shall be preserved unimpaired; and all debts, liabilities and duties of Merged LLC shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Corporation.

(h) Following the merger, Surviving Corporation shall cause a copy of the Articles of Merger, or such other documents as the officers of Surviving Corporation shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged LLC is situated.

(i) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged LLC, the proper officers or managers of Merged LLC shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan.

ARTICLE V Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by written consent dated June 25, 2002, by the managers and by the members of the Merged LLC pursuant to Section 608.4381, Florida Statutes, and the undersigned manager of the Merged LLC has been authorized and directed to execute and submit same in accordance with Section 608.438, Florida Statutes.

(b) This Plan has been duly adopted and approved by written consent dated June 25, 2002, by the Board of Directors of the Surviving Corporation pursuant to Sections 607, Florida Statutes, and the undersigned officer of the Surviving Corporation has been authorized and directed to execute and submit same in accordance with Section 607.1108, Florida Statutes; shareholder approval by the Surviving Corporation was not required.

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