

697262

ARTICLES OF MERGER
Merger Sheet

MERGING:

MULTI-FOODS MANAGEMENT, INC., a Virginia corporation, not qualified in Florida
SHONEY'S OF VERO BEACH, INC., a Florida corporation, S02044
HARRIS MGMT. CO., a Florida corporation, 697262
SHONEY'S OF EDEN, INC., a North Carolina corporation, not qualified in Florida
CAPITAL D'S, INC., a North Carolina corporation, not qualified in Florida
CAPTAIN D'S OF MARTINSVILLE, INC., a Virginia corporation, not qualified in Florida

INTO

MFM RESTAURANT GROUP, INC., a Virginia corporation not qualified in Florida.

File date: December 30, 1996, effective January 1, 1997

Corporate Specialist: Joy Moon-French