

A020000000802

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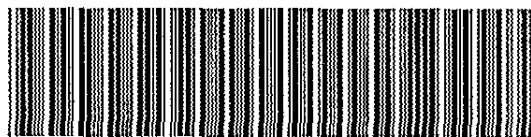
DCC

Act no. Judgment

DCC

W. P. Verifier

DCC



400015659994

04/17/03--01038--008 **102.50

FILED

03 APR 17 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



April 11, 2003

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

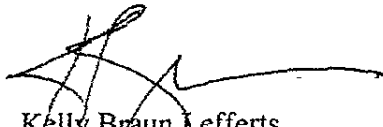
RE: Articles of Merger

Dear Sir or Madam:

Enclosed are (1) the original Articles of Merger for the merger of Bonefish Grill of Safety Harbor LLC and Bonefish Grill of St. Petersburg LLC with and into Bonefish/Trio-I, Limited Partnership; (2) copy of the Plan of Merger; and (3) a check in the amount of \$102.50 for the filing fees.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



Kelly Braun Lefferts
Assistant General Counsel

Enclosures

cc: Joseph J. Kadow

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

BONEFISH GRILL OF SAFETY HARBOR, LLC, A FLORIDA LIABILITY
COMPANY (L01000001658), BONEFISH GRILL OF ST. PETERSBURG, LLC, A
FLORIDA LIMITED LIABILITY

COMPANY (L990000006327)

,

into

BONEFISH/TRIO-I, LIMITED PARTNERSHIP, a Florida entity A02000000802

File date: April 17, 2003

Corporate Specialist: Diane Cushing

BONEFISH/TRIO-I, LIMITED PARTNERSHIP
a Florida limited partnership

Articles of Merger

The following articles of merger are being submitted in accordance with Sections 608.4382 and 620.203 of the Florida Statutes.

FIRST: The exact name street address of its principal office, jurisdiction, entity type, document number and FEI number of each **merging** party are as follows:

NAME	Document No.	FEI Number
BONEFISH GRILL OF SAFETY HARBOR, LLC a Florida limited liability company 2202 N. West Shore Boulevard, 5th Floor, Tampa, FL 33607	L01000001658	59-3700047
BONEFISH GRILL OF ST. PETERSBURG, LLC a Florida limited liability company 2202 N. West Shore Boulevard, 5th Floor, Tampa, FL 33607	L99000006327	59-3605151

SECOND: The exact name street address of its principal office, jurisdiction, entity type, document number and FEI number of the **surviving** party are as follows:

NAME	Document No.	FEI Number
BONEFISH/TRIO-I, LIMITED PARTNERSHIP a Florida limited partnership 2202 N. West Shore Boulevard, 5th Floor, Tampa, FL 33607	A02000000802	54-2066887

THIRD: The attached Plan of Merger meets the requirements of Sections 608.438 and 620.201, Florida Statutes, and was approved by each domestic limited liability company and limited partnership that is a party to the merger in accordance with Chapters 608 and 620, Florida Statutes.

FOURTH: If applicable, the surviving entity has obtained the written consent of each member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Sections 608.4381(2) and 620.202(2), Florida Statutes.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is party to the merger.

SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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FLORIDA
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IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of the parties by their authorized officers as of the ____ day of April 2003.

BONEFISH GRILL OF SAFETY HARBOR, LLC, a Florida limited liability company

By its sole member:

BONEFISH GRILL, INC., a Florida corporation

By: 

John W. Cooper, President

BONEFISH GRILL OF ST. PETERSBURG, a Florida limited liability company

By its sole member:

BONEFISH GRILL, INC., a Florida corporation

By: 

John W. Cooper, President

BONEFISH/TRIO-I, LIMITED PARTNERSHIP a Florida limited partnership

By its General Partner:

BONEFISH GRILL OF FLORIDA, LLC, a Florida limited liability company, formerly known as OSS/BG, LLC

By a member:

BONEFISH GRILL, INC., a Florida corporation, formerly known as OS SEA, INC.

By: 

John W. Cooper, President

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TALLAHASSEE, FLORIDA

BONEFISH/TRIO-I, LIMITED PARTNERSHIP
a Florida limited partnership

Plan of Merger

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 608.4381 and 620.202 of the Florida Statutes, is being submitted in accordance with Section 608.438 and 620.201.

FIRST, the exact name and jurisdiction of each merging party are as follows:

<u>NAME</u>	<u>Document No.</u>	<u>FEL Number</u>
BONEFISH GRILL OF SAFETY HARBOR, LLC a Florida limited liability company	L01000001658	59-3700047
BONEFISH GRILL OF ST. PETERSBURG, LLC a Florida limited liability company	L99000006327	59-3605151

SECOND, the exact name and jurisdiction of the surviving party (the "Surviving Party") is as follows:

<u>NAME</u>	<u>Document No.</u>	<u>FEL Number</u>
BONEFISH/TRIO-I, LIMITED PARTNERSHIP a Florida limited partnership	A02000000802	54-2066887

THIRD, the terms and conditions of the merger are as follows:

The merger shall be effective as of the date of filing of the Articles of Merger with the Department of State of the State of Florida.

FOURTH, the manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interest, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each 1% member interest in BONEFISH GRILL OF ST. PETERSBURG, LLC shall be converted in to a 1% partnership interest in the Surviving Party, solely with respect to the restaurant previously owned by BONEFISH GRILL OF ST. PETERSBURG, LLC and transferred to the Surviving Party as a result of this merger.

Each 1% member interest in BONEFISH GRILL OF SAFETY HARBOR, LLC shall be converted in to a 1% partnership interest in the Surviving Party, solely with respect to the restaurant previously owned by BONEFISH GRILL OF SAFETY HARBOR, LLC and transferred to the Surviving Party as a result of this merger.

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FIFTH, the name and address of the sole general partner of the Surviving Party is as follows:

Name and address:

BONEFISH GRILL OF FLORIDA, LLC
2202 N. West Shore Blvd., 5th Floor
Tampa, FL 33607

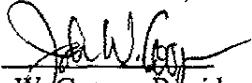
Florida Document Number:

M01000002197

IN WITNESS WHEREOF, this Plan of Merger has been duly executed on behalf of the parties by their authorized officers as of the date first written above.

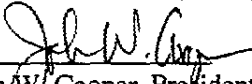
BONEFISH GRILL OF SAFETY HARBOR, LLC, a
Florida limited liability company
By its sole member:

BONEFISH GRILL, INC., a Florida corporation

By: 
John W. Cooper, President

BONEFISH GRILL OF ST. PETERSBURG, a
Florida limited liability company
By its sole member:

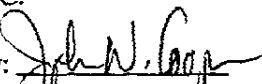
BONEFISH GRILL, INC., a Florida corporation

By: 
John W. Cooper, President

BONEFISH/TRIO-I, LIMITED PARTNERSHIP a
Florida limited partnership
By its General Partner:

BONEFISH GRILL OF FLORIDA, LLC, a
Florida limited liability company, formerly
known as OSS/BG, LLC
By a member:

BONEFISH GRILL, INC., a Florida
corporation, formerly known as OS SEA,
INC.

By: 
John W. Cooper, President

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