

**A020000001191**

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02 DEC 11 AM 11:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Requestor's Name)

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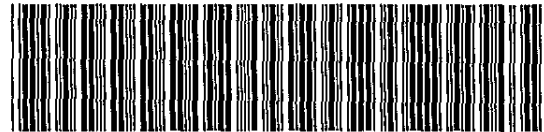
(Business Entity Name)

(Document Number)

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Special Instructions to Filing Officer:

Office Use Only



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**A02-1191**

12/11/02--01056--004 \*\*52.50

12/23/02--01043--004 \*\*52.50

**AL**



# FOWLER WHITE BOGGS BANKER

ATTORNEYS AT LAW

ESTABLISHED 1943

FILED  
02 DEC 11 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 10, 2002

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Merger Filing

Ladies/Gentlemen:

Enclosed, please find the following:

1. Certificate and Articles of Merger of Frank E. Guthrie Enterprises, LLLP and Classic City Enterprises, Ltd.;
2. Agreement and Plan of Merger; and
3. Check #489960 in the amount of \$52.50 representing the filing fees.

Please contact Kevin D. Nelson, Esquire directly at (813) 222-2020 if there are any questions.

Very truly yours,

Deborah K. Miller  
Paralegal to Kevin D. Nelson

/dkm  
Ltrs/0044  
enclosures

FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P.A.

TAMPA • CLEARWATER • FORT MYERS • ST. PETERSBURG • TALLAHASSEE

501 EAST KENNEDY BLVD., SUITE 1700 • TAMPA, FLORIDA 33602 • P.O. BOX 1438 • TAMPA, FL 33601

TELEPHONE (813) 228-7411 • FAX (813) 229-8313 • [www.fowlerwhite.com](http://www.fowlerwhite.com)



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

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02 DEC 11 AM 11:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 12, 2002

FOWLER WHITE BOGGS BANKER  
P.O. BOX 1438  
TAMPA, FL 33601

SUBJECT: CLASSIC CITY ENTERPRISES, LTD.  
Ref. Number: A02000001191

We have received your document for CLASSIC CITY ENTERPRISES, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE FEE TO FILE YOUR MERGER IS \$52.50 PER LIMITED PARTNERSHIP.

There is a balance due of \$52.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

Letter Number: 502A00065738



# FOWLER WHITE BOGGS BANKER

ATTORNEYS AT LAW

ESTABLISHED 1943

FILED

02 DEC 11 AM 11:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 19, 2002

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, FL 32399

Attn.: Ms. Agnes Lunt

Re: Merger Filing

Dear Ms. Lunt:

Pursuant to my telephone conference with your office this morning, enclosed please find check #491058 in the amount of \$52.50 representing additional filing fees for the Certificate and Articles of Merger of Frank E. Guthrie Enterprises, LLLP, a Georgia limited liability limited partnership, and Classic City Enterprises, Ltd., a Florida limited partnership (Document #A02000001191) and Agreement and Plan of Merger for same.

Please contact Kevin D. Nelson, Esquire directly at (813) 222-2020 if there are any questions or if the effective date of December 13, 2002 will not be used.

Very truly yours,

Deborah K. Miller  
Paralegal to Kevin D. Nelson

/dkm  
Ltrs/0046  
enclosure

FOWLER WHITE BOGGS BANKER P.A.

FORT MYERS • NAPLES • ORLANDO • ST. PETERSBURG • TALLAHASSEE • TAMPA • WEST PALM BEACH

501 EAST KENNEDY BLVD., SUITE 1700 • TAMPA, FLORIDA 33602 • P.O. BOX 1438 • TAMPA, FL 33601

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FRANK E. GUTHRIE ENTERPRISES, LLLP A GEORGIA ENTITY

into

**CLASSIC CITY ENTERPRISES, LTD.**, a Florida entity A02000001191

File date: December 11, 2002

Corporate Specialist: Agnes Lunt

CERTIFICATE AND  
ARTICLES OF MERGER  
OF

FRANK E. GUTHRIE ENTERPRISES, LLLP  
AND  
CLASSIC CITY ENTERPRISES, LTD.

FILED  
02 DEC 11 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
of the State of Florida and the  
Secretary of State of the State  
of Georgia

The following Certificate and Articles of Merger are executed for the purpose of merging **FRANK E. GUTHRIE ENTERPRISES, LLLP**, a Georgia limited liability limited partnership (the "Merged Partnership"), with and into **CLASSIC CITY ENTERPRISES, LTD.**, a Florida limited partnership (the "Surviving Partnership"), in accordance with the statutory requirements of applicable Georgia and Florida law.

1. The Agreement and Plan of Merger for merging the Merged Partnership into the Surviving Partnership was approved by an Action by Written Consent of all of the general and limited partners of the Merged Partnership on December 10, 2002, in accordance with the laws of the State of Georgia; and by an Action By Written Consent of all of the general and limited partners of the Surviving Partnership on December 10, 2002, in accordance with Section 620.202, Florida Statutes.

2. The Agreement and Plan of Merger is attached hereto as *Exhibit A*.

3. The effective date of the merger herein provided shall be December 13, 2002.

4. Surviving Partnership hereby appoints the Georgia Secretary of State to be the agent of Surviving Partnership on whom process in the State of Georgia in any action, suit, or proceeding for the enforcement of an obligation of Merged Partnership may be served. Any process for such service shall be mailed to Surviving Partnership at 4741 South Atlantic Avenue, Ponce Inlet, Florida 32118.

[SIGNATURES ON THE FOLLOWING PAGE]

[SIGNATURE PAGE FOR ARTICLES OF MERGER OF FRANK E. GUTHRIE  
ENTERPRISES, LLLP, AND CLASSIC CITY ENTERPRISES, LTD.]

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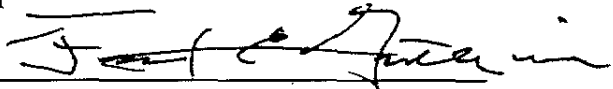
Executed on December 10, 2002.

02 DEC 11 AM 11:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FRANK E. GUTHRIE ENTERPRISES, LLLP

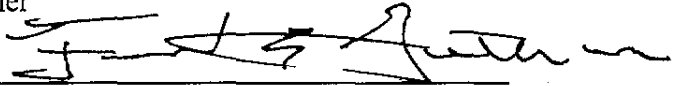
By: CLASSIC CITY DOUGHNUT COMPANY, general  
partner

By:   
Frank E. Guthrie, Chief Executive Officer

"Merged Partnership"

CLASSIC CITY ENTERPRISES, LTD.

By: CLASSIC CITY DOUGHNUT COMPANY, general  
partner

By:   
Frank E. Guthrie, Chief Executive Officer

"Surviving Partnership"

AGREEMENT AND PLAN OF MERGER

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02 DEC 11 AM 11:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made this 10<sup>th</sup> day of December, 2002, between Classic City Enterprises, Ltd., a Florida limited partnership ("Surviving Partnership") and Frank E. Guthrie Enterprises, LLLP, a Georgia limited liability limited partnership ("Merged Partnership") (hereinafter individually called "Merging Entity" and together with the Surviving Partnership called the "Merging Entities").

WITNESSETH:

WHEREAS, the Certificate of Limited Partnership of the Surviving Partnership was filed in the office of the Secretary of State of Florida on September 4, 2002;

WHEREAS, the Certificate of Limited Partnership of Merged Partnership was filed in the office of the Secretary of State of Georgia on December 27, 2000; and

WHEREAS, all of the general and limited partners of the Surviving Partnership and all of the general and limited partners of the Merged Partnership have authorized the merger of Merged Partnership into Surviving Partnership pursuant to the plan set forth herein, in the manner prescribed by applicable Georgia and Florida law;

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

ARTICLE I

Merger

Effective upon December 13, 2002 (the "Effective Date"), Merged Partnership shall be merged into Surviving Partnership and Surviving Partnership shall merge Merged Partnership into itself.

ARTICLE II

Agreement of Limited Partnership and Name

The Agreement of Limited Partnership of the Surviving Partnership shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be "Classic City Enterprises, Ltd."



ARTICLE III  
Conversion of Partnership Interests

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(a) Any and all general and limited partnership interests of Surviving Partnership, on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of any general or limited partner, remain outstanding as the same general and limited partnership interests.

(b) Any and all general and limited partnership interests of Merged Partnership, by virtue of the merger and without further action on the part of any general or limited partners, shall upon the Effective Date of the merger, be cancelled. As soon as practical after the Effective Date of the merger, each holder of a certificate or certificates representing general or limited partnership interests in Merged Partnership shall tender their respective certificates to Surviving Partnership 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 Agreement of Limited Partnership of Surviving Partnership shall remain in effect and unchanged as a result of this merger.

(b) The general partner of Surviving Partnership on the Effective Date shall remain as the general partner of the Surviving Partnership after the merger. The name and business addresses of the General Partner is as follows:

Classic City Doughnut Company, a Georgia corporation authorized to do business in the State of Florida  
2922 Beckfield Drive, Augusta, Georgia 30909

(c) The Surviving Partnership shall pay all expenses incident to this merger.

(d) Prior to the Effective Date, neither Merging Entity shall issue, sell or issue rights to purchase any Partnership interests.

(e) 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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(f) Upon the Effective Date, the separate existence of Merged Partnership shall cease, and Merged Partnership shall be merged into Surviving Partnership, in accordance with the provisions hereof and the laws of the States of Georgia and Florida. After the merger, Surviving Partnership 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 Partnership. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Partnership shall be vested in Surviving Partnership, and the title to any real estate, whether by deed or otherwise, vested in Merged Partnership 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 Partnership shall be preserved unimpaired; and all debts, liabilities and duties of Merged Partnership shall thenceforth attach to Surviving Partnership and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Partnership.

(h) Following the merger, Surviving Partnership shall cause a copy of the Certificate and Articles of Merger, or such other documents as the officers of Surviving Partnership 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 Partnership is situated.

(i) If, at any time, Surviving Partnership shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Partnership, according to the terms hereof, the title to any property or rights of Merged Partnership, the proper partner of Merged Partnership 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 Partnership, 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 December 10, 2002, by all of the general and limited partners of the Merged Partnership pursuant to Georgia law, and the undersigned general partner of the Merged Partnership has been authorized and directed to execute and submit same in accordance with Georgia law.

(b) This Plan has been duly adopted and approved by written consent dated December 10, 2002, by all of the general and limited partners of the Surviving Partnership pursuant to Section 620.202, Florida Statutes, and the undersigned general partner of the Surviving Partnership has been authorized and directed to execute and submit same in accordance with the

Florida Statutes.

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IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized general partner as of the day and year first above-written.

**FRANK E. GUTHRIE ENTERPRISES, LLLP**, a Georgia  
limited liability limited partnership

By: CLASSIC DOUGHNUT COMPANY, general partner

By:   
Frank E. Guthrie, Chief Executive Officer

“Merged Partnership”

**CLASSIC CITY ENTERPRISES, LTD.**, a Florida  
limited partnership

By: CLASSIC DOUGHNUT COMPANY, general partner

By:   
Frank E. Guthrie, Chief Executive Officer

“Surviving Partnership”