

A03000000533

Kelly Braun Lefferts
(Requestor's Name)

Bonefish Grill
(Address)

2202 North Westshore Blvd.
(Address)

5th Floor

(City/State/Zip/Phone #)

Tampa, FL 33607



PICK-UP



WAIT



MAIL

(Business Entity Name)

(Document Number)

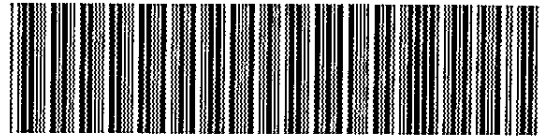
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

more

A03-533 : 8/28

Office Use Only



400022527464

MJ

08/28/03--01049--008 **232.50

08/28/03--01049--009 **132.50

FILED
03 AUG 28 PM 3:12
TALLAHASSEE FLORIDA

BONEFISH/MIDWEST-II, LIMITED PARTNERSHIP
a Florida limited partnership
and
FISHBUDS OF LOUISVILLE I, L.L.C.
a Kentucky limited liability company

Articles of Merger

FILED
03 AUG 28 PM 3:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following articles of merger are being submitted in accordance with Section 620.203 of the Florida Statutes and 275.360 of the Kentucky Revised Statutes.

FIRST: The exact name street address of its principal office, jurisdiction, entity type, document number and FEI number of the merging party (the "Merging Party") are as follows:

<u>NAME</u>	<u>Document No.</u>	<u>FEI Number</u>
FISHBUDS OF LOUISVILLE I, L.L.C. an Kentucky limited liability company 2202 N. West Shore Boulevard, 5th Floor, Tampa, FL 33607	(Kentucky) 0530587	38-3642353

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

<u>NAME</u>	<u>Document No.</u>	<u>FEI Number</u>
BONEFISH/MIDWEST-II, LIMITED PARTNERSHIP a Florida limited partnership 2202 N. West Shore Boulevard, 5th Floor, Tampa, FL 33607	(Florida) A03000000533	65-118105

THIRD: The attached Plan of Merger meets the requirements of Section 620.201, Florida Statutes and Section 275.355 of the Kentucky Revised Statutes, and was approved by the Florida limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes and the Kentucky limited liability company that is a party to the merger in accordance with Section 275.350 of the Kentucky Revised Statutes.

FOURTH: The Surviving Party has obtained the written consent of the sole entity that as a result of the merger is now a general partner of the Surviving Party pursuant to Section 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 limited partnership or the regulations or articles of organization of any limited liability company that is party to the merger.

SIXTH: The Surviving Party agrees that it may be served with process in the State of Kentucky in any proceeding for the enforcement of any obligation of any constituent business entity party to the merger that was organized under the laws of the State of Kentucky, as well as for enforcement of any obligation of the Surviving Entity arising from the merger.

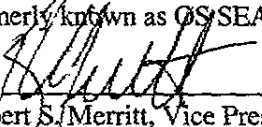
The Surviving Party appoints the Secretary of State of the State of Kentucky as its agent for service of process in any such proceeding. The address to which a copy of the process shall be mailed to it be the Secretary of State is; 2202 N. West Shore Boulevard, 5th Floor, Tampa, FL 33607.

SEVENTH: The merger shall become effective as of the later of (1) September 1, 2003 or (2) the effective date of the filing of the Articles of Merger.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of the parties by their authorized officers as of the 31st day of July 2003.

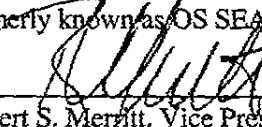
FISHBUDS OF LOUISVILLE I, L.L.C.
an Kentucky limited liability company
By its majority member:

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

By: 
Robert S. Merritt, Vice President

BONEFISH/MIDWEST-II, LIMITED
PARTNERSHIP, a Florida limited partnership
By its sole General Partner:

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

By: 
Robert S. Merritt, Vice President

**BONEFISH/MIDWEST-II, LIMITED PARTNERSHIP
and
FISHBUDS OF LOUISVILLE, I, L.L.C.**

Plan of Merger

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 620.202 of the Florida Statutes and 275.350 of the Kentucky Revised Statutes, is being submitted in accordance with Chapter 620 of the Florida Statutes and 275.360 of the Kentucky Revised Statutes.

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

<u>NAME</u>	<u>Document No.</u>	<u>FEI Number</u>
FISHBUDS OF LOUISVILLE, I, L.L.C. an Kentucky limited liability company	(Kentucky) 0530587	38-3642353

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

<u>NAME</u>	<u>Document No.</u>	<u>FEI Number</u>
BONEFISH/MIDWEST-II, LIMITED PARTNERSHIP a Florida limited partnership	(Florida) A03000000533	65-118105

THIRD, the terms and conditions of the merger are as follows: The merger shall become effective as of the later of (1) September 1, 2003 or (2) the effective date of the filing of the Articles of Merger.

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 the Merging Party owned by BONEFISH GRILL, INC. shall be converted in to a 1% general partnership interest in the Surviving Party, solely with respect to the restaurant previously owned by the Merging Party and transferred to the Surviving Party as a result of this merger.

Each 1% member interest in the Merging Party owned by any member other than BONEFISH GRILL, INC. shall be converted in to a 1% limited partnership interest in the Surviving Party, solely with respect to the restaurant previously owned by the Merging Party and transferred to the Surviving Party as a result of this merger.

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

<u>Name and address:</u>	<u>Florida Document Number:</u>
BONEFISH GRILL, INC. 2202 N. West Shore Blvd., 5th Floor Tampa, FL 33607	P01000082115

SIXTH, The Surviving Party shall retain limited liability to the extent limited liability is granted to limited partnerships and their partners pursuant to Chapter 620 of the Florida Statutes.

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.

FISHBUDS OF LOUISVILLE I, L.L.C.

an Kentucky limited liability company

By its majority member:

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

By: 

Robert S. Merritt, Vice President

BONEFISH/MIDWEST-II, LIMITED

PARTNERSHIP, a Florida limited partnership

By its sole General Partner:

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

By: 

Robert S. Merritt, Vice President