

A28769

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

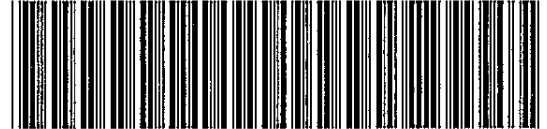
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DIVISION OF CORP. STATICS
05 FEB 25 PM 4:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Nick Pizzuto
Requester's Name
1026 Mary's Dr
Address
Talla. FL 32308
City/State/Zip
Phone #
510-3070 (cell)

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Call when Re
510-3070

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 620.203 of the Florida Statutes.

FIRST: The exact name, street address of the principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. CNL Income Fund VIII, Ltd. 450 S. Orange Avenue Suite 1100 Orlando, Florida 32801	Florida	Limited Partnership

Florida Document/Registration Number: A28769

FEI Number: 59-2963338

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
2. Ivanhoe Acquisition VIII, LLC c/o U.S. Restaurant Properties, Inc. 12240 Inwood Road Suite 300 Dallas, Texas 75244	Maryland	Limited Liability Company

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CNL Income Fund VIII, Ltd. 450 S. Orange Avenue Suite 1100 Orlando, Florida 32801	Florida	Limited Partnership

Florida Document/Registration Number: A28769

FEI Number: 59-2963338

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

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 FEB 25 PM 4:08

FIFTH: The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section 620.202(2) of the Florida Statutes.

SIXTH: 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 a party to the merger.

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

EIGHTH: These Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

[Signatures Next Page]

CNL INCOME FUND VIII, LTD.

By: CNL Realty Corporation, General Partner

By: _____

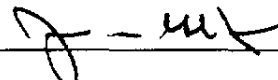
Name: Robert A. Bourne

Title: President and Chief Executive Officer

By: _____

Name: Robert A. Bourne

Title: General Partner

By: _____

Name: James M. Seneff, Jr.

Title: General Partner

IVANHOE ACQUISITION VIII, LLC

By: _____

Name: Robert J. Stetson

Title: President

CNL INCOME FUND VIII, LTD.

By: CNL Realty Corporation, General Partner

By: _____

Name: Robert A. Bourne

Title: President and Chief Executive Officer

By: _____

Name: Robert A. Bourne

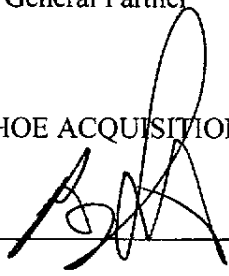
Title: General Partner

By: _____

Name: James M. Seneff, Jr.

Title: General Partner

IVANHOE ACQUISITION VIII, LLC

By:  _____

Name: Robert J. Stetson

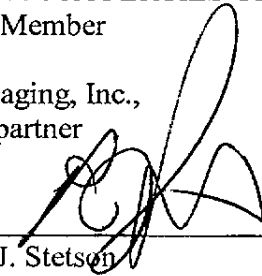
Title: President

IN WITNESS WHEREOF, Ulysses Acquisition, LLC, the general partner of the surviving entity, has executed these Articles of Merger this 25th day of February, 2005.

ULYSSES ACQUISITION, LLC

By: U.S. RESTAURANT PROPERTIES OPERATING L.P.,
Its Sole Managing Member

By: USRP Managing, Inc.,
its general partner

By: 
Robert J. Stetson
President

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, is being submitted in accordance with Section 620.201 of the Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
1. CNL Income Fund VIII, Ltd.	Florida
2. Ivanhoe Acquisition VIII, LLC	Maryland

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CNL Income Fund VIII, Ltd.	Florida

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

Pursuant to that certain Agreement and Plan of Merger (the "Merger Agreement") dated as of August 9, 2004, by and among U.S. Restaurant Properties, Inc., a Maryland corporation (the "Company"), Ivanhoe Acquisition VIII, LLC, a Maryland limited liability company ("Acquisition LLC") and CNL Income Fund VIII, Ltd., a Florida limited partnership (the "Fund"), Acquisition LLC, an indirect wholly-owned subsidiary of the Company, will be merged with and into the Fund and the Fund will be the surviving entity in the merger (the "Merger"). The Merger shall have the effects set forth in Section 620.204 of the Florida Statutes.

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

Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective Time"), by virtue of the Merger and without any action of the part of the holder of any membership interests of Acquisition LLC (the "Membership Interests") or of any partnership interests in the Fund:

(a) The general partnership interests in the Fund outstanding immediately prior to the Effective Time shall be automatically converted into the right to receive, allocated pro rata among the general partners in accordance with the value of their respective capital accounts on the closing date of the Merger, \$1.00 in cash;

(b) Each unit of limited partnership interest in the Fund outstanding immediately prior to the Effective Time shall be automatically converted into the right to receive (i) \$161.11 in cash and (ii) 1.3425 shares of \$1.93 Series A Cumulative Convertible Preferred Stock, par value \$0.001 per share of the Company; and

(c) At the Effective Time, all Membership Interests shall be automatically converted, on a one-for-one basis, into partnership interests in the Fund and the Membership Interests shall no longer be outstanding and shall automatically be cancelled and cease to exist.

FIFTH: The surviving entity is a limited partnership, and the name and address of the general partner are as follows:

Name and Address of General Partner

Ulysses Acquisition, LLC
12240 Inwood Road
Suite 300
Dallas, Texas 75244

If General Partner is a Non-Individual,
Florida Document/Registration Number

L05000017778