Kim Padlock (800-432-3622) (003/050) 07/27/2017 12:09:26 PM

F12000045946

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H17000196770 3)))

H17000196703ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : CAPITOL SERVICES, INC.
Account Number : 120160000017
Phone : (800)345-4647
Fax Number : (800)432-3622

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

2017 JUL 27 PM 1:09

2017 JUL 27 AM 8:05

MERGER OR SHARE EXCHANGE
CHEDDAR'S CASUAL CAFE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	~~$93.75~~ 115.00

****IF POSSIBLE, OUR CLIENT NEEDS THIS FILED AS SOON AS POSSIBLE. THANK YOU SO MUCH!!!!!*****

Electronic Filing Menu Corporate Filing Menu Help

JUL 28 2017

ARTICLES OF MERGER
OF
CHEDDAR'S CASUAL CAFE FLORIDA, LLC
AND
CHEDDAR'S OF PRINCE GEORGE'S COUNTY, LLC
INTO
CHEDDAR'S CASUAL CAFE, INC.

FILED JUL 27 PM 1:08

The following Articles of Merger are submitted to merge the following Florida limited liability company in accordance with Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Florida Act").

FIRST: The exact name, form/entity type and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Cheddar's Casual Cafe Florida, LLC	Florida	Limited Liability Company
Cheddar's of Prince George's County, LLC	Maryland	Limited Liability Company

SECOND: The exact name, form/entity type and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Cheddar's Casual Cafe, Inc.	Delaware	Corporation

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with Sections 605.1021-605.1026 of the Florida Act; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b) of the Florida Act.

FOURTH: The surviving entity is a foreign entity that has a certificate of authority to transact business in the State of Florida.

FIFTH: The surviving entity agrees to pay any member with appraisal rights the amount to which such member is entitled under Section 605.1006 and 605.1061-605.1072 of the Florida Act.

SIXTH: The delayed effective time of the merger is 12:01 a.m., Delaware time, on July 31, 2017.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties to the merger have caused these Articles of Merger to be executed by a duly authorized officer this 27th day of July, 2017.

CHEDDAR'S CASUAL CAFE, INC.

William R. White, III, President

CHEDDAR'S CASUAL CAFE FLORIDA, LLC

Richard P. Payne, Manager

CHEDDAR'S OF PRINCE GEORGE'S COUNTY, LLC

By: Cheddar's Casual Cafe, Inc.
Its: Manager

William R. White, III, President

[Signature Page to Florida Articles of Merger]

IN WITNESS WHEREOF, the parties to the merger have caused these Articles of Merger to be executed by a duly authorized officer this 27th day of July, 2017.

CHEDDAR'S CASUAL CAFE, INC.

_____
William R. White, III, President

CHEDDAR'S CASUAL CAFE FLORIDA, LLC

_____
Richard P. Payne, Manager

CHEDDAR'S OF PRINCE GEORGE'S COUNTY, LLC

By: Cheddar's Casual Cafe, Inc.
Its: Manager

_____
William R. White, III, President

[Signature Page to Florida Articles of Merger]