

F96000000042

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July 10, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Articles of Merger - Country Buffet, Inc. Into Lovett's Buffet, Inc.

Dear Florida Secretary of State:

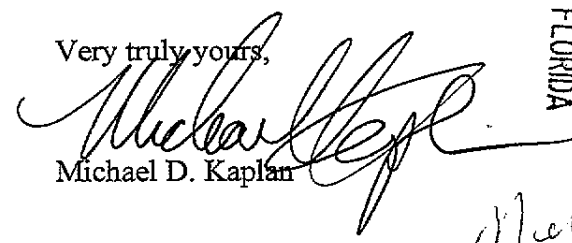
700002587117--2
-07/13/98-01118-003
*****70.00 *****70.00

Enclosed for filing we are sending you the following:

1. Signed Articles of Merger with the Plan of Merger attached.
2. Check in the amount of \$70.00 made payable to the Florida Department of State to cover the recording costs.
3. Copy of the Articles of Merger filed in Tennessee on July 1, 1998, which is the effective date of the merger.

After filing of these Articles, please return the recorded original to me at the following address:

Michael D. Kaplan
P. O. Box 3070
Memphis, Tennessee 38173-3070

Very truly yours,

Michael D. Kaplan

FILED
98 JUL 17 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MDK/vlm
Enclosures

Merger
7-17-98
cc

ARTICLES OF MERGER
Merger Sheet

MERGING:

COUNTRY BUFFET, INC., a Florida corporation, S39992

into

LOVETT'S BUFFET, INC., a Tennessee corporation F96000000042

File date: July 13, 1998

Corporate Specialist: Cheryl Coulliette

FLORIDA
ARTICLES OF MERGER OF COUNTRY BUFFET, INC.
INTO
LOVETT'S BUFFET, INC.

FILED
98 JUL 13 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Lovett's Buffet, Inc., is a corporation organized under the laws of the State of Tennessee owning at least 80 percent of the shares of Country Buffet, Inc., a corporation organized under the law of the State of Florida.

SECOND: The following plan of merger was adopted by the shareholders of Country Buffet, Inc., and the board of directors of Lovett's Buffet, Inc., on May 22, 1998: See Exhibit "A" attached hereto.

THIRD: The presently issued and outstanding shares of stock of Country Buffet, Inc., a wholly owned subsidiary of Lovett's Buffet, Inc., the surviving corporation, shall be surrendered and cancelled as a result of the merger. No shares of stock of the surviving corporation shall be issued in exchange therefor.

FOURTH: Because Country Buffet, Inc., is a wholly owned subsidiary of Lovett's Buffet, Inc., there are no shareholders of the subsidiary who, except for the applicability of this section, would be entitled to vote but who dissent from the merger pursuant to Section 607.1320 F.S. Therefore, there are no dissenting shareholders who may be entitled to be paid the fair value of their shares.

FIFTH: The sole shareholder of Country Buffet, Inc., has waived the requirement that a summary of the Plan of Merger be mailed to each Shareholder.

SIXTH: The effective date of the merger is June 1, 1998, or the date that the Articles of Merger are filed, whichever is later.

SEVENTH: The articles of incorporation of the parent corporation are not being amended as a result of the merger.

Signed this 29 day of May, 1998.

LOVETT'S BUFFET, INC.

COUNTRY BUFFET, INC.

By: Richard A. Wilson
Name: **Richard A. Wilson**
Title: **Chairman**

By: Richard A. Wilson
Name: **Richard A. Wilson**
Title: **Chairman**

PLAN OF MERGER

* * * * *

FIRST: Lovett's Buffet, Inc., a corporation organized under the laws of the State of Tennessee, shall merge with and into itself and assume the liabilities and obligations of Country Buffet, Inc., a corporation organized under the laws of the State of Florida, and Barnhill & Owens, Inc., a corporation organized under the laws of the State of Alabama. The name of the surviving corporation is Lovett's Buffet, Inc.

SECOND: The presently issued and outstanding shares of stock of Country Buffet, Inc. and Barnhill & Owens, Inc., the merging corporations, all of which are owned by Lovett's Buffet, Inc., the surviving corporation, shall be surrendered and cancelled. No shares of stock of the surviving corporation shall be issued in exchange therefor.

THIRD: The Charter of Incorporation of Lovett's Buffet, Inc., shall be the Charter of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Charter of Incorporation because of the merger.

FOURTH: The by-laws of Lovett's Buffet, Inc., shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of Lovett's Buffet, Inc. shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are elected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on June 1, 1998 or on the date that the Articles of Merger are filed by the Secretary of State, if such filing date is after June 1, 1998.

EXHIBIT "A"