

F98000001868

Myers, Forehand & Fuller
Requestor's Name

402 Office Plaza Dr
Address

Tall, FL 32301 878-6404
City/State/Zip Phone #

Office Use Only

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR - 1 PM 1:47

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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*****105.00 *****105.00

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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98 APR - 1 PM 12:00
TALL, FL 32301

4-1-98

Please call when ready

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

CARMINE'S PRIME MEATS, INC., a Florida corporation 628202

into

CPM MERGER CORPORATION, a Tennessee corporation F98000001868

File date: April 1, 1998

Corporate Specialist: Cheryl Coulliette

FILED STATE
SECRETARY OF RECEPTIONS
98 APR - 1 PM 1:47


**ARTICLES OF MERGER
OF CARMINE'S PRIME MEATS, INC.
WITH AND INTO CPM MERGER CORPORATION**

Pursuant to the provisions of Section 48-21-107 and 48-21-109 of the Tennessee Business Corporation Act (the "TBCA") and Section 607.1105 of the Florida Statutes, Carmine's Prime Meats, Inc., a Florida corporation ("Carmine's"), Cracker Barrel Old Country Store, Inc., a Tennessee corporation ("Cracker Barrel"), and CPM Merger Corporation, a Tennessee corporation and a wholly-owned subsidiary of Cracker Barrel ("CPM"), desiring to effect a merger, hereby adopt the following articles of merger ("Articles"):

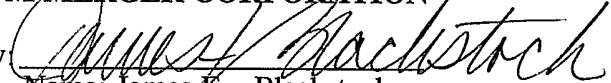
1. **Parties.** The parties to the merger are Carmine's, Cracker Barrel and CPM.
2. **Merger Agreement.** Attached to these Articles as Exhibit A (which is incorporated in these Articles by reference) is the Agreement and Plan of Merger (the "Merger Agreement"), merging Carmine's with and into CPM, with CPM as the surviving corporation (the "Merger").
2. **Directors' Approval.** The Merger Agreement was duly approved by: (a) unanimous written action of the Board of Directors of Carmine's on March 27, 1998, (b) unanimous written action of the Board of Directors of Cracker Barrel on March 24, 1998, and (c) unanimous written action of the Board of Directors of CPM on March 24, 1998.
3. **Shareholders' Approval.** The Merger Agreement was duly approved by: (a) unanimous written action of the shareholders of Carmine's on March 27, 1998, and (b) unanimous written action of the sole shareholder of CPM on March 24, 1998. Under Section 48-21-104 of the TBCA, the approval of the shareholders of Cracker Barrel (which will issues shares in connection with the Merger) is not required.
4. **Charter Amendments.** There shall be no amendments to the Charter of CPM in connection with this Merger.
5. **Effectiveness.** The Merger shall be effective upon the filing of these Articles.

The undersigned have caused these Articles to be signed by a duly authorized officer on March 27, 1998.

CARMINE'S PRIME MEATS, INC.

By: 
Name: Carmine Giardini
Title: President

CPM MERGER CORPORATION

By: 
Name: James F. Blackstock
Title: President

CRACKER BARREL OLD COUNTRY STORE, INC.

By: 
Name: Ronald N. Magruder Title: President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan of Merger") dated as of March 30, 1998, by Cracker Barrel Old Country Store, Inc., a Tennessee corporation (the "Parent"), by CPM Merger Corporation, a Tennessee corporation and wholly-owned subsidiary of the Parent (the "Merger Sub" or "Surviving Corporation"), by Carmine's Prime Meats, Inc., a Florida corporation (the "Company"), and by Carmine Giardini, an individual (the "Owner").

BACKGROUND FACTS

A. The Owner is the sole owner of all of the capital stock of Carmine's Prime Meats, Inc.

B. The Parent, the Merger Sub, the Company and the Owner are parties to an Agreement and Plan of Merger Involving Carmine's Prime Meats, Inc., dated March 18, 1998 (the "Agreement").

C. The Boards of Directors of the Company, the Parent, and the Merger Sub deem it advisable, consistent with their respective business strategies and in the best interests of their respective shareholders to merge the Company with and into the Merger Sub (the "Merger") in accordance with the Agreement and the Florida Business Corporation Act (the "FBCA") and the Tennessee Business Corporation Act (the "TBCA").

THEREFORE, in consideration of the mutual covenants, conditions, representations, and warranties contained in this Agreement, and in order to set forth the terms and conditions of the Merger and the method of carrying the Merger into effect, the parties agree as follows:

AGREEMENT

1. MERGER

1.01 Merger and Surviving Corporation. Subject to the terms and conditions of this Agreement, and at the Effective Time, the Company will merge with and into the Merger Sub, with the Merger Sub being the Surviving Corporation, with all of the effects described in Section 607.1107 of the FBCA and Section 48-21-108 of the TBCA.

1.02 The Effective Time of the Merger. On April 1, 1998, the Company and the Merger Sub shall have executed Articles of Merger to effect the Merger in accordance with all appropriate legal requirements, and they shall deliver and file those Articles of Merger as required by the FBCA and TBCA. The Merger shall become effective upon the later to occur of (a) the filing of the Articles of Merger with the Secretary of State of the State of Florida and (b) the filing of the Articles of Merger with the Secretary of State of the State of Tennessee. The date and time when the Merger shall become effective is the "Effective Time."

1.03 Charter and Bylaws. The charter and bylaws of the Merger Sub, as in effect immediately prior to the Effective Time, shall be the charter and bylaws of the Surviving Corporation until thereafter changed or amended as provided in those documents or by applicable law.

1.04 Officers and Directors. The officers and directors of the Merger Sub, as in office at the Effective Time, shall be the officers (including Carmine Giardini, as President and James F. Blackstock, as Secretary) and directors (initially, three: Ronald N. Magruder, Michael Woodhouse, and Carmine Giardini) of the Surviving Corporation until their respective successors are duly elected and qualified.

1.05 Consideration. In consideration of the Merger, as set forth in the Agreement, the Parent shall deliver the specified shares of its common stock and cash to the Owner, and the parties will take all other actions specified in the Agreement, as of the closing of the Merger.

1.06 No Fractional Securities. No certificates or scrip representing fractional shares of the Parent shall be issued. In lieu of any fractional securities, the Owner will be paid an amount in cash (without interest) equal to the value of any fractional shares.

1.07 Effect on Capital Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of the issued and outstanding capital stock of the Company (the "Stock") or the capital stock of the Merger Sub, any Stock that is held by the Company as treasury stock or that is owned, directly or indirectly by any subsidiary of the Company shall be canceled and retired.

2. FORM OF AGREEMENT.

2.01 Amendment. Subject to applicable law, this Plan of Merger may be amended, modified or supplemented by written agreement of the Parties at any time prior to the Effective Time. No supplement, modification, or amendment of this Plan of Merger shall be binding unless executed in writing by all the parties.

2.02 Counterparts. This Plan of Merger may be executed in one or more counterparts, all of which together shall constitute one agreement.

3. MISCELLANEOUS PROVISIONS

3.01 Further Acts and Assurances. Each party agrees to perform all acts and to prepare, execute and deliver all documents which are reasonably necessary or appropriate to carry out the provisions of this Plan of Merger and to effect the transactions contemplated by it. To carry out the purpose of this Plan of Merger, the Company and its proper officers and directors hereby grant to the Surviving Corporation an irrevocable power of attorney to execute and deliver all proper deeds, assignments, and assurances in law and to do all acts necessary or proper to vest, perfect, or confirm title to and the possession of property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and directors of the Surviving Corporation are hereby fully authorized in the name of the Company, or otherwise, to take all those actions.

3.02 Severability. If any provision in this Plan of Merger is held by a court of competent jurisdiction to be invalid, void or unenforceable, the invalid portion shall be severed and the remaining provisions shall continue in full force without being impaired or invalidated in any way.

3.03 Statutory Agent in Florida. The name and address of the agent in Florida upon whom any notice, process or demand against the Company or the Surviving Corporation may be served is:

CT Corporation Systems
1200 South Pine Island Road
Plantation, Florida 33324

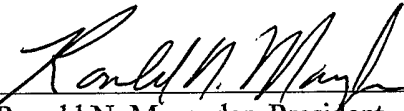
3.04 Designated Agent in Tennessee. The name and address of the agent in Tennessee upon whom any notice, process or demand against the Company or the Surviving Corporation may be served is:

Steve Blumenthal
Tuke Yopp & Sweeney PLC
NationsBank Plaza, Suite 1100
414 Union Street
Nashville, Tennessee 37219

IN WITNESS WHEREOF, the parties have executed this Plan of Merger at Nashville, Tennessee and at Palm Beach Gardens, Florida as of March 30, 1998.

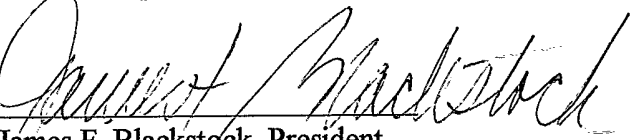
PARENT:

Cracker Barrel Old Country Store, Inc.
a Tennessee corporation

By: 
Ronald N. Magruder, President

MERGER SUB:

CPM Merger Corporation
a Tennessee corporation

By: 
James F. Blackstock, President

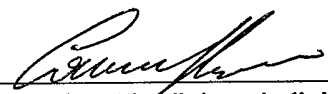
COMPANY:

Carmine's Prime Meats, Inc.
a Florida corporation

By: 
Carmine Giardini, President

OWNER:

Carmine Giardini


Carmine Giardini, an individual