

J34725

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

700002392997--214

K.C.P.H., INC., a Florida corporation J34725

INTO

KISSIN' CUZZINS NEIGHBORHOOD RESTAURANTS, INC., a Florida
corporation, P95000035061.

File date: December 31, 1997 , effective January 1, 1998

Corporate Specialist: Annette Hogan