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MERGER OR SHARE EXCHANGE

Restaurant Associates, Inc.

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9-30-03

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 25, 2003

RESTAURANT ASSOCIATES, INC.

SUBJECT: RESTAURANT ASSOCIATES, INC.
REF: H03000283828

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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Teresa Brown
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

CHARLIE BROWN'S OF PINELLAS COUNTY, INC. and

CHARLIE BROWN'S OF BRADENTON, INC.

INTO

RESTAURANT ASSOCIATES, INC.

EFFECTIVE DATE
9-30-03

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607:

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Restaurant Associates, Inc.	New York

SECOND: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Charlie Brown's of Pinellas County, Inc.	Florida
Charlie Brown's of Bradenton, Inc.	Florida

THIRD: The Agreement and Plan of Merger is attached hereto.

FOURTH: The merger shall become effective on September 30, 2003.

FIFTH: The Agreement and Plan of Merger was adopted by the Board of Directors of the surviving corporation on September 22, 2003 and shareholder approval was not required.

SIXTH: The Agreement and Plan of Merger was adopted by the Board of Directors of each merging corporation on September 22, 2003 and shareholder approval was not required.

Dated: September 24, 2003

Restaurant Associates, Inc.

By: Laurence B. Jones
Laurence B. Jones, Vice President

Charlie Brown's of Pinellas County, Inc.

By: Laurence B. Jones
Laurence B. Jones, Vice President

Charlie Brown's of Bradenton, Inc.

By: Laurence B. Jones
Laurence B. Jones, Vice President

Exhibit A

AGREEMENT AND PLAN OF MERGER

Of

RESTAURANT ASSOCIATES, INC., a New York corporation

and

CHARLIE BROWN'S OF PINELLAS COUNTY, INC., a Florida corporation
CHARLIE BROWN'S OF BRADENTON, INC., a Florida corporation

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of this 22nd day of September, 2003, pursuant to the Business Corporation Law of the State of New York and the Florida Business Corporation Act, between Restaurant Associates, Inc. (the "Surviving Corporation"), and Charlie Brown's of Pinellas County, Inc. and Charlie Brown's of Bradenton, Inc. (each, a "Merger Subsidiary" and collectively, the "Merger Subsidiaries").

WITNESSETH:

FIRST: The Surviving Corporation, a corporation of the State of New York, owns all of the outstanding shares of each Merger Subsidiary, which are both business corporations of the State of Florida.

SECOND: The separate existence of each Merger Subsidiary shall cease upon the effective date of the merger stated below, pursuant to the provisions of the Florida Business Corporation Act; and the Surviving Corporation shall continue its existence as the surviving corporation pursuant to the provisions of said Business Corporation Law of the State of New York.

THIRD: The issued shares of each Merger Subsidiary shall not be converted in any manner, but each said share which is issued as of the effective date of the merger stated below shall be surrendered and extinguished as of said effective date.

FOURTH: The Board of Directors and the proper officers of the Surviving Corporation and each Merger Subsidiary, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

FIFTH: The effective date of the merger of the Merger Subsidiaries with and into the Surviving Corporation shall be September 30, 2003.

SIXTH: This Agreement and Plan of Merger was duly adopted by the Merger Subsidiaries and the Surviving Corporation as of September 22nd, 2003.

Restaurant Associates, Inc.

By: Laurence B. Jones
Laurence B. Jones, Vice President

Charlie Brown's of Pinellas County, Inc.

By: Laurence B. Jones
Laurence B. Jones, Vice President

Charlie Brown's of Bradenton, Inc.

By: Laurence B. Jones
Laurence B. Jones, Vice President