

J61289

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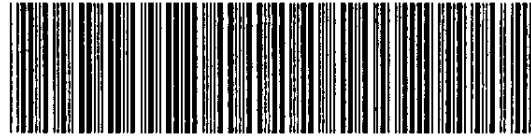
(Business Entity Name)

(Document Number)

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Art. of Merger
4/29/11
DC

11 APR 25 PM 3:07

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LM Restaurants, Inc., a North Carolina corporation
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Robert E. Murdoch

Contact Person

Johnson, Anselmo, Murdoch et al

Firm/Company

2455 East Sunrise Boulevard, Suite 1000

Address

Fort Lauderdale, Florida 33304

City/State and Zip Code

murdoch@jambg.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert E. Murdoch

Name of Contact Person

At (954)

463-0100

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FILED
11 APR 25 PM 3:07
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<u>LM Restaurants, Inc.</u>	<u>North Carolina</u>	<u>1186334</u>

Second: The Name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
<u>LM Restaurants, Inc.</u>	<u>Florida</u>	<u>J61289</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on April 15, 2011.

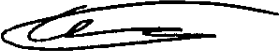

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on April 15, 2011.

Seventh: The principal office address of LM Restaurants, Inc., a North Carolina corporation, the surviving corporation, is 6510 Chapel Hill Road, Raleigh, North Carolina 27606.

LM Restaurants, Inc., a North Carolina corporation, is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of any dissenting shareholders of LM Restaurants, Inc., a Florida corporation.

LM Restaurants, Inc., a North Carolina corporation, has agreed to promptly pay to the dissenting shareholders of LM Restaurants, Inc., a Florida corporation, the amount, if any, to which they may be entitled under Florida Statutes Section 607.1302.

Eighth: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer Or Director</u>	<u>Type or Printed Name Of Individual & Title</u>
<u>LM Restaurants, Inc. (NC)</u>		<u>Ilias (Lou) Moshakos,</u> <u>President</u>
<u>LM Restaurants, Inc. (FL)</u>		<u>Ilias (Lou) Moshakos,</u> <u>President</u>

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

LM Restaurants, Inc.

North Carolina

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

LM Restaurants, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

As of the effective date of the merger, which shall be the date on which the Articles of Merger are filed with the Florida Department of State, LM Restaurants, Inc., a Florida corporation, shall be merged with and into LM Restaurants, Inc., a North Carolina corporation. As a result of the merger, the separate existence of LM Restaurants, Inc., a Florida corporation, shall cease and LM Restaurants, Inc., a North Carolina corporation, shall continue as the surviving corporation. As of the effective date of the merger, the effect of the merger shall be as provided in the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, as of the effective date of the merger, all of the property, rights and privileges of LM Restaurants, Inc., a Florida corporation, shall vest in LM Restaurants, Inc., a North Carolina corporation, and all debts, liabilities and obligations of LM Restaurants, Inc., a Florida corporation, shall become the debts, liabilities and obligations of LM Restaurants, Inc., a North Carolina corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other

property are as follows:

The shareholders and percentage share ownership in LM Restaurants, Inc., a Florida corporation, being identical to the shareholders and percentage share ownership of LM Restaurants, Inc., a North Carolina corporation, as of the effective date of the merger, each share of common stock of LM Restaurants, Inc., a Florida corporation, that is issued and outstanding shall be cancelled and retired and all rights in respect thereof shall cease to exist without any conversion thereof or payment therefor and no stock of LM Restaurants, Inc., a North Carolina corporation, or other consideration shall be delivered in exchange therefor.