

Division of Corporations

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J77143

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MERGER OR SHARE EXCHANGE
PLAZA INTERNATIONAL RESTAURANT, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

ADAK, INC., a Florida corporation, P97000005526

INTO

PLAZA INTERNATIONAL RESTAURANT, INC., a Florida entity, J77143

File date: March 12, 2002

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
OF
ADAK, INC.
WITH AND INTO
PLAZA INTERNATIONAL RESTAURANT, INC.**

ADAK, INC., a Florida corporation ("ADAK") and PLAZA INTERNATIONAL RESTAURANT, INC., a Florida corporation ("PLAZA"), pursuant to the provisions of Section 607.1101, Florida Statutes, hereby certify in connection with the merger of ADAK into PLAZA that:

1. Plan of Merger.

1.1 The name and state of incorporation for each of the constituent corporations to the merger is as follows:

Adak, Inc., a Florida corporation, having a Florida Document/Registration Number: P97000005526. The FEI number is 59-3437376

Plaza International Restaurant, Inc., a Florida corporation, having a Florida Document/Registration Number: J77143. The FEI number is 59-2862469

1.2 Upon filing of these Articles of Merger, Adak shall be merged into Plaza, with Plaza being the surviving corporation of the merger and the separate corporate existence of Adak shall cease. All property, rights, privileges, policies and franchises of Adak shall vest in Plaza and debts, liabilities and duties of Adak shall become the debts, liabilities and duties of Plaza as provided in the Agreement and Plan of Merger between Plaza and Adak.

1.3 Each issued and outstanding share of common stock of Adak shall, upon filing of these Articles of Merger, be automatically converted into one (1) share of Plaza common stock.

1.4 The name, street address of its principal office, jurisdiction and entity type of the surviving entity is as follows:

<u>Name & Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Plaza International Restaurant, Inc. 405 E. Strawbridge Melbourne, FL 32901	Florida	Corporation

1.5 The Agreement and Plan of Merger is attached hereto as Exhibit "A" and by this reference incorporated herein.

Prepared by:
Dale A. Dettmer, Esq.
Krasny and Dettmer
304 S. Harbor City Boulevard, Suite 201
Melbourne, FL 32901
Fl Bar # 172088

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2. These Articles of Merger shall be effective on January 1, 2002 or if the Articles of Merger are filed in the Office of the Secretary of State after that date, then this merger shall become effective upon the filing of the Articles of Merger in the office of the Secretary of State, Tallahassee, Florida.


3. The Plan of Merger has been approved, adopted, certified, executed and acknowledged by (a) the directors of Adak at a special meeting of the board of directors and (b) the shareholders of Adak by unanimous written consent.

4. The Plan of Merger has been approved, adopted, certified, executed and acknowledged by (a) the directors of Plaza at a special meeting of the board of directors and (b) the shareholders of Plaza by unanimous written consent.

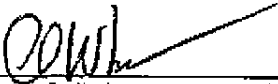
5. The merger contemplated herein is permitted under the laws of the State of Florida and is not prohibited by the Articles of Incorporation of Plaza or Adak.

IN WITNESS WHEREOF, each of the undersigned has made and subscribed to these Articles of Merger, this 1 day of January, 2002.

Adak, Inc., a Florida corporation

By: 
James C. White, II, President

Plaza International Restaurant, Inc., a Florida corporation

By: 
James C. White, II, President

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AGREEMENT AND PLAN OF MERGER

This Agreement dated this 1 day of January, 2002, by and between ADAK, INC., a Florida corporation ("Adak") and PLAZA INTERNATIONAL RESTAURANT, INC., a Florida corporation ("Plaza").

RECITALS:

A. The Board of Directors and Shareholders of Adak and Plaza deem it advisable and in the best interests of both corporations that Adak be merged with and into Plaza with Plaza being the surviving corporation pursuant to the laws of the State of Florida and upon the terms and conditions set forth herein; and

B. The Board of Directors and Shareholders of each of Plaza and Adak have unanimously approved the merger of Adak into Plaza in accordance with the provisions of Section 607.1101, Florida Statutes; and

C. For federal income tax purposes, it is intended that the merger shall qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW THEREFORE, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

ARTICLE I MERGER

1.1 Adak shall be merged with and into Plaza in accordance with the laws of the State of Florida. The separate corporate existence of Adak shall thereby cease, and Plaza shall be the surviving corporation.

1.2 The surviving corporation shall be Plaza International Restaurant, Inc., a Florida corporation, having a business address of 405 E. Strawbridge, Melbourne, Florida 32901.

1.3 The effective date ("Effective Date") of the merger shall be January 1, 2002 or if the Articles of Merger are filed in the Office of the Secretary of State after that date, then this merger shall become effective upon the filing of the Articles of Merger in the Office of the Secretary of State, Tallahassee, Florida, at which time the separate existence of Adak shall cease.

1.4 Plaza, the surviving corporation, shall possess all rights, privileges, immunities and franchises, to the extent consistent with the articles of incorporation and bylaws of the merged corporations. All of the rights, privileges, powers and franchises of Adak, of a public as well as

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of a private nature, and all property, real, personal and mixed of Adak, and all debts due it on whatever account, including all causes of action and all and every other interest of it or belonging to it, shall be taken by and deemed to be transferred to and vested in Plaza without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of Adak shall thereafter be as effectually the property of Plaza as was the case for Adak.

1.5 From and after the Effective Date, Plaza shall be subject to the duties and liabilities of a corporation organized under the laws of the State of Florida and shall be liable and responsible for all the liabilities and obligations of the merged corporations. The rights of the creditors of the merged corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or Plaza may be proceeded against or substituted in place of Adak. Except as otherwise herein set forth, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of Plaza shall continue unaffected and unimpaired by the merger.

ARTICLE II TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective upon the Effective Date.

2.2 Prior to the Effective Date, each corporation shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Date, the parties hereto shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or conform to, the vesting of full title to all of the property, assets, rights, privileges and franchises of the merging corporation, or either of them into Plaza, each party agrees to execute and deliver such instruments and take all such further actions as may be necessary or desirable in order to vest in and confirm to Plaza title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this agreement.

ARTICLE III ARTICLES OF INCORPORATION AND BYLAWS; DIRECTORS AND OFFICERS

The Articles of Incorporation and Bylaws of Plaza, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Articles of Incorporation and Bylaws of

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the surviving corporation until duly amended in accordance with the provisions therein set forth and Florida Statutes, and no change to the Articles of Incorporation or Bylaws shall be effected by the merger.

ARTICLE IV CONVERSION OF SHARES

Upon the Effective Date, each issued and outstanding share of common stock of Adak shall be converted to one (1) share of Plaza common stock.

ARTICLE V MISCELLANEOUS

5.1 This Agreement shall be binding on and shall inure to the benefit of the parties and their respective heirs, devisees, legal representatives, successors, and permitted assigns.

5.2 In connection with any dispute arising under, from, or as a result of this Agreement, the parties agree that the prevailing party or parties shall be entitled to recover all costs or expenses incurred, including reasonable attorneys' fees and fees for the services of accountants, paralegal, legal assistants, and similar persons (including any appeals from any litigation and enforcement of judgments).

5.3 This Agreement may not be modified orally or in any other manner than by an agreement in writing signed by the party against whom the enforcement is sought.

5.4 Any notice, demand, request, consent or other instrument which may be or is required to be given under this Contract shall be in writing and either served personally or sent by United States registered or certified mail, return receipt requested, postage prepaid, or deposited with a reputable overnight courier service such as Federal Express, and addressed to such party at its address set forth below, or when transmitted by facsimile transmission to the respective parties at the numbers specified below, or at such other place as either party may designate by written notice to the other. Any written notice sent by mail should be deemed to have been served as of the next regular day for delivery or mail after the date it was mailed in accordance with the foregoing provisions. For purposes of this Agreement, notice shall be sent as follows:

To Plaza: 405 E. Strawbridge
Melbourne, FL 32901

To Adak: 405 E. Strawbridge
Melbourne, FL 32901


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5.5 This Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the directors and the shareholders of Plaza and Adak by unanimous written consent.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement under seal as of the date first stated above.

ADAK, INC., a Florida corporation

By: 
James C. White, II, President

PLAZA INTERNATIONAL RESTAURANT,
INC., a Florida corporation

By: 
James C. White, II, President