

CT CORPORATION SYSTEM

K45167

CORPORATION(S) NAME

Fifth Avenue Grill, Inc.

0

FILED

2001 OCT 30 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

01 OCT 30 PM 3:58
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| ☐ Profit | ☐ Amendment | ☒ Merger |
| ☐ Nonprofit | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☐ Foreign | ☐ Reinstatement | ☐ Other |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Change of RA |
| ☐ LLC | ☐ Name Registration | ☐ UCC |
| ☒ Certified Copy (3) | ☐ Fictitious Name | ☐ CUS |
| ☐ Photocopies | | |
| ☐ Call When Ready | ☐ Call If Problem | ☐ After 4:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

10/30/01

EFFECTIVE DATE
10-31-01

Order#: 4882068

300004660013--3
-10/31/01--01001--007
*****218.75 *****218.75

Ref#:

300004660013--3
-10/31/01--01001--008
*****17.50 *****17.50

Amount: \$

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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C. Coulliste OCT 31 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAL PARTNERS, INC., a Florida corporation, P97000090071
355 REALTY GROUP, INC., a Florida corporation, P01000103146
OLD CALYPSO, INC., a Florida corporation, P97000049422
BOYNTON BANANA BOAT, INC., a Florida corporation, S89086
HOLDING & MANAGEMENT, INC., a Florida corporation, 583875

INTO

FIFTH AVENUE GRILL, INC., a Florida entity, K45167

File date: October 30, 2001, effective October 31, 2001

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 31, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: HOLDING & MANAGEMENT, INC.
Ref. Number: 583875

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01 OCT 31 PM 2:42
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for HOLDING & MANAGEMENT, INC. and check(s) totaling \$236.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 701A00059497

*Name corrected, please file and also please see
if this was submitted 10/30 or 10/31 for file date.*

Thanks!

Lana C C T

Thanks for your help on this !!!

ARTICLES AND PLAN OF MERGER

Pursuant to the provisions of §§607.1101 and 607.1105 of the Florida Statutes, the undersigned corporations are filing these Articles of Merger for the purpose of merging 355 Realty Group Inc.; Holding & Management, Inc; Old Calypso, Inc; Cal Partners, Inc; and Boynton Banana Boat, Inc; into Fifth Avenue Grill, Inc. which shall be the surviving corporation, and amending the Articles of Incorporation of the surviving corporation to change the number, par value, and classes of stock that such corporation is authorized to issue.

1. The names of the corporations merging under these Articles of Merger are 355 Realty Group Inc. (hereafter called Realty) Holding & Management, Inc. (hereafter called Holding), Old Calypso, Inc., (hereafter called Calypso), Cal Partners, Inc. (hereafter called Partners), Boynton Banana Boat, Inc. (hereafter called Banana Boat) and Fifth Avenue Grill, Inc. (hereafter called Fifth Avenue) all incorporated in the State of Florida.

2. Fifth Avenue shall be the surviving corporation. Article III of its Articles of Incorporation relating to its authorized capital stock is hereby amended to provide:

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1,000,000, all of which shall be common shares with a par value of ten cents (\$.10) per share.

3. The manner and basis of converting the shares of each corporation that is a party to this merger into shares of surviving corporation is as follows:

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01 OCT 30 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
10-31-01

(a) Each share of issued and outstanding \$.10 par value voting common stock of Fifth Avenue and each share of issued and outstanding \$1.00 par value non-voting common stock of such corporation shall be converted into and exchanged for a .9306 fractional share of the \$.10 par value common stock of Fifth Avenue

(b) Each share of issued and outstanding \$1.00 par value common stock of Banana Boat shall be converted into and exchanged for 3,428.94 shares of the \$.10 par value common stock of Fifth Avenue.

(c) Each share of issued and outstanding no par value common stock of Realty shall be converted into and exchanged for 2,120.82 shares of the \$.10 par value common stock of Fifth Avenue.

(d) Each share of issued and outstanding \$1.00 par value common stock of Calypso shall be converted into and exchanged for 11.589 shares of the \$.10 par value common stock of Fifth Avenue.

(e) Each share of issued and outstanding no par value common stock of Partners shall be converted into and exchanged for a fractional .5796 share of the \$.10 par value common stock of Fifth Avenue.

(f) Each share of issued and outstanding \$1.00 par value common stock of Holding shall be converted into and exchanged for 29.6684 shares of the \$.10 par value common stock of Fifth Avenue.

4. These Articles and Plan of Merger were duly adopted by the Board of Directors of each and every corporation that is party to the merger, at a special meeting held for such purpose on October 29, 2001 and thereafter approved by the unanimous vote of the stockholders of each such corporation at a special meeting of such stockholders held on the same date.

5. The Articles of Incorporation of Fifth Avenue, as amended by these Articles of Merger, and the By-Laws of Fifth Avenue, shall be the Articles of Incorporation and By-Laws of the surviving corporation.

6. On the effective date of the merger, the separate existence of Banana Boat, Realty, Calypso, Partners, and Holding shall cease (except to the extent continued by statute), and all of the property rights, privileges and franchises of whatsoever nature and description of all such corporations shall be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments or other instruments, when deemed desirable by the surviving corporations to evidence such transfer, vesting, or devolution of any property, right, privilege or franchise shall at any time and from time to time, be made and delivered in the name of any corporation that is a party to this merger by the last acting officers thereof, or by corresponding officers of the surviving corporation.

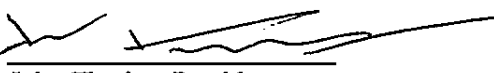
7. This merger shall be effective on October 31, 2001, or, if later, on the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the President of Realty, Holdings, Calypso, Partners, Banana Boat and Fifth Avenue has signed these Articles of Merger this 27 day of March, 2001.

Fifth Avenue Grill, Inc.

By: 
John Therien, President

355 Realty Group, Inc.

By: 
John Therien, President

Holding & Management, Inc.

By: 
John Therien, President

Old Calypso, Inc.

By: 
John Therien, President

Cal Partners, Inc.

By: 
John Therien, President

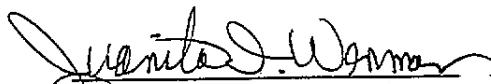
Boynton Banana Boat, Inc.

By: 
John Therien, President

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Articles of Merger were subscribed and acknowledged before me, a notary public in and for the aforesaid state and county, this 27th day of October, 2001, by JOHN THERIEN, the President of each and every corporation that is a party to this Merger, namely: 355 Realty Group Inc.;

Holding & Management, Inc; Old Calypso, Inc; Cal Partners, Inc; Boynton Banana Boat, Inc; and Fifth Avenue Grill, Inc., all Florida corporations, who is either personally known to me or who produced his driver's license as identification.


Notary Public, State of Florida

My Commission Expires:

