

000000002350



THE UNITED STATES
CORPORATION
C O M P A N Y

ACCOUNT NO. : 072100000032

REFERENCE : 605747 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 29, 2000

ORDER TIME : 11:15 AM

ORDER NO. : 605747-075

CUSTOMER NO: 81093A

CUSTOMER: John F. Stewart, Esq
Sheppard Brett Stewart &
2121 West First Street
P. O. Drawer 400
Ft. Myers, FL 33901

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR - 1 PM 12:08

RECEIVED

ARTICLES OF MERGER

100003152891--1

-03/01/00--01065--009

*****160.00 *****35.00

THE FORT MYERS STEAK HOUSE,
INC.

INTO

THE FORT MYERS STEAK HOUSE,
L.L.C.

100003152891--1

-03/07/00--01038--001

*****25.00 *****25.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR - 1 AM 10:11

FILED

FILE 2nd

6/17
7

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE FORT MYERS STEAK HOUSE, INC. a Florida corporation #P98000039656

into

THE FORT MYERS STEAK HOUSE, L.L.C., a Florida entity L00000002350

File date: March 1, 2000

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 1, 2000

JANINE LAZZARINI
CSC

SUBJECT: THE FORT MYERS STEAK HOUSE, L.L.C.
Ref. Number: L00000002350

RESUBMIT
Please give original
submission date as file date

We have received your document for THE FORT MYERS STEAK HOUSE, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 100A00011320

FILED
00 MAR -1 AM 10:11
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF STATE

RECEIVED
00 MAR -6 AM 9:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Fort Myers Steak House, Inc. 1473 Periwinkle Way Sanibel, FL 33957 Florida Document/Registration No.: P98000039656	Florida	Corporation FEI: 65-0830726

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Fort Myers Steak House, L.L.C. 1473 Periwinkle Way Sanibel, FL 33957 Florida Document/Registration No.: _____	Florida	Limited Liability Company FEI: 65-0961359

L00000002350

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Fort Myers Steak House, L.L.C. 1473 Periwinkle Way Sanibel, FL 33957 Florida Document/Registration No.: _____	Florida	Limited Liability Company FEI: 65-0961359

L00000002350

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Organization of the limited liability company that is a party to the merger.

FIFTH: The merger shall be effective at 12:00 A.M. on March 1, 2000.

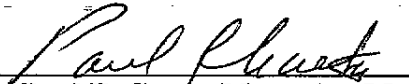
SIXTH: The Articles of Merger comply and are executed in accordance with the laws of the State of Florida.

SEVENTH: Signatures for each party are as follows:

The Fort Myers Steak House, Inc.

By: 
Roger C. Pritchard, President

The Fort Myers Steak House, L.L.C.

By: 
Paul F. Gaeta, Managing Member

FILED
00 MAR - 1 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>
--------------	----------------------

The Fort Myers Steak House, Inc.	Florida
----------------------------------	---------

The Fort Myers Steak House, L.L.C.	Florida
------------------------------------	---------

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>
--------------	----------------------

The Fort Myers Steak House, L.L.C.	Florida
------------------------------------	---------

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

(A) The shareholders of The Fort Myers Steak House, Inc. shall transfer their corporate stock to The Fort Myers Steak House, L.L.C. in exchange for their member interests in The Fort Myers Steak House, L.L.C..

(B) The Fort Myers Steak House, Inc. shall then liquidate on the same day as the stock transfer with the L.L.C. acting as the sole shareholder in receipt of the liquidating distribution.

FOURTH: (A) The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as described in paragraph Third herein.

(B) The Limited Liability Company is not managed by one or more members and is a member managed company.

(C) The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as described in paragraph Third herein.

Approved and Agreed this 25TH day of FEBRUARY, 2000.

The Fort Myers Steak House, Inc.

By: Roger C. Pritchard
Roger C. Pritchard, President

The Fort Myers Steak House, L.L.C.

By: Paul F. Gaeta
Paul F. Gaeta, Managing Member

FILED
MAR - 1 AM 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA