

Division of Corporations

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L01000019928

Florida Department of State
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MERGER OR SHARE EXCHANGE

MILORD TEA & COFFEE, L.L.C.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 27, 2001

MILORD TEA & COFFEE, L.L.C.
3267 TOLL OAKS COURT
JACKSONVILLE, FL 32223

SUBJECT: MILORD TEA & COFFEE, L.L.C.
REF: L01000019928

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

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Agnes Lunt
Document Specialist

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MILORD TEA & COFFEE, INC. A FLORIDA ENTITY

INTO

MILORD TEA & COFFEE, L.L.C., a Florida entity, L01000019928

File date: November 28, 2001

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Milord Tea & Coffee, Inc. 3267 Totall Oaks Court Jacksonville, Florida 32223	Florida	Corporation

Florida Document/Registration Number: P01000043828

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Milord Tea & Coffee, L.L.C. 3267 Totall Oaks Court Jacksonville, Florida 32223	Florida	Limited Liability Corporation

Florida Document/Registration Number: L01000019928 FEI #: Applied for

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

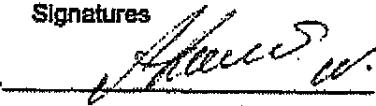
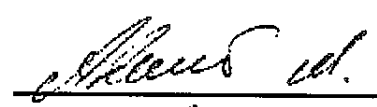
This instrument Prepared By:
Eliot J. Safer
Attorney at Law
Florida Bar No. 194511
Ford, Jeter, Bowlus, Duss & Morgan, P.A.
10110 San Jose Blvd.
Jacksonville, FL 32257
(904) 268-7227

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EIGHTH: Signatures for each party

Name of Entity	Signatures	Typed or Printed Name of Individual
Milord Tea & Coffee, Inc.		Misak Arakelyan Its President
Milord Tea & Coffee, L.L.C.		Misak Arakelyan Its Member

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each part of the merger in accordance with sections 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with sections 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Milord Tea & Coffee, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Milord Tea & Coffee, L.L.C.	Florida

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

All assets and liabilities of Milord Tea & Coffee, Inc., shall be acquired by Milord Tea & Coffee, L.L.C.

All shareholders of Milord Tea & Coffee, Inc., will become members of the Milord Tea & Coffee, L.L.C. in accordance with their percentage investment.

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 follows:

All shareholders of Milord Tea & Coffee, Inc., shall become members of Milord Tea & Coffee, L.L.C., with a capital account in accordance with their percentage investment.

- B. 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 follows:

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All shareholders of Milord Tea & Coffee, Inc., shall have the rights to acquire future interests in Milord Tea & Coffee, L.L.C., in accordance with the percentage investment.

FIFTH: If a liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the manager are as follows:

Misak Arakelyan 3267 Totall Oaks Court Jacksonville, FL 32223

SIXTH: Other provisions, if any, relating to the merger:

None

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