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HARPER KYNES GELLER BUFORD PA → 18502050380

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MERGER OR SHARE EXCHANGE

JBC Real Estate Holdings, LLC

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**ARTICLES OF MERGER
OF
J & J RESTAURANTS OF TAMPA, LLC AND JBC REAL ESTATE HOLDINGS, LLC**

Pursuant to the provisions of Florida Statutes Section 608.4382, the undersigned limited liability companies adopt the following Articles of Merger for the purpose of merging into one limited liability company:

ARTICLE I - ADOPTION

A Plan of Merger was adopted by the Managers and approved by the Members of each of the undersigned limited liability companies as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Date of Approval</u>	<u>Jurisdiction</u>
L02-13357 J & J RESTAURANTS OF TAMPA, LLC 2514 W. Kennedy Blvd. Tampa, FL 33609	Merging LLC	11/15/06	Hillsborough County, Florida
JBC REAL ESTATE HOLDINGS, LLC 3604 W. San Juan Street Tampa, FL 33629 L02-13355	Surviving LLC	11/15/06	Hillsborough County, Florida

ARTICLE II - PLAN OF MERGER

The Plan of Merger (the "Plan") adopted by each of the undersigned limited liability companies is as follows:

1. **Effective Date.** The Plan shall be effective as of filing of these Articles of Merger, at which date the separate existence of J & J RESTAURANTS OF TAMPA, LLC ("J & J") shall cease and J & J shall be merged into JBC REAL ESTATE HOLDINGS, LLC (the "Surviving LLC").
2. **Articles of Organization.** The Articles of Organization of the Surviving LLC in existence at the effective date of this Plan shall be the Articles of Organization of the Surviving LLC until the same shall be altered or amended in accordance with the provisions thereof.
3. **Operating Agreement.** The Operating Agreement of the Surviving LLC in existence at the effective date of this Plan shall be the Operating Agreement of the Surviving LLC until the same shall be altered or amended in accordance with the provisions thereof.
4. **Exchange of Membership Units.** At the effective date of this Plan, all of the issued and outstanding membership units of J & J shall be exchanged for 100 membership units of the

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\$1.00 par value membership units of the Surviving LLC.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 15 day of November, 2006.

J & J RESTAURANTS OF TAMPA, LLC

BY John B. Cox
John B. Cox, Manager

JBC REAL ESTATE HOLDINGS, LLC

BY John B. Cox
John B. Cox, Manager

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