

**L02000031962**

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**MERGER OR SHARE EXCHANGE**

**JJM RESTAURANTS, L.L.C.**

Certificate of Status	0
Certified Copy	0
Page Count	4
Estimated Charge	\$105.00

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

JJM RESTAURANTS, L.L.C., A NON QUALIFIED NEW JERSEY LLC

INTO

**JJM RESTAURANTS, L.L.C.**, a Florida entity, L02000031962.

File date: December 3, 2002

Corporate Specialist: Buck Kohr

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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 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 &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
JJM Restaurants, L.L.C. 270 South Pointe Drive, Sugarloaf Shores, FL 33042	Florida	Limited Liability Co.
JJM Restaurants, L.L.C. 2 London Place Somerset, NJ 08873	New Jersey	Limited Liability Co.

Florida document/registration number: LO2000031962 (FEI # 22-3588940)

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

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
J J M Restaurants, L.L.C. 270 South Pointe Drive, Sugarloaf Shores, FL 33042	Florida	Limited Liability Co.

Florida document/registration number: LO2000031962 (FEI # 22-3588940)

Third: The attached Plan of Merger meets the requirements of Section, 608.438, Florida Statutes, and was approved by each Limited Liability Company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

Fourth: The attached Plan of Merger was approved by the other business entity that is a 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 respective agreement of any 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 the Florida Department of State.

Seventh: The Articles of Merger comply and were executed in accordance with the laws each parties' applicable jurisdiction.

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Fifth: The name and address of the managing member of JJM Restaurants, L.L.C., a Florida Limited Liability Company is Jack Lane Marchant, 2700 South Pointe Drive, Sugarloaf Shores, FL 33042.

Sixth: There are no statements that are required by the laws of New Jersey regarding this merger.

Seventh: Other provisions relating to the merger: The owners of their respective membership interest in the Florida Limited Liability Company as successors by merger to the New Jersey Limited Liability Company, hereby adopt, reaffirm and reratify that certain Operating Agreement dated June, 1998.

This Plan of Merger has been unanimously consented to and ratified by the members of the New Jersey Limited Liability Company who have so consented to and ratified this Plan of Merger by separate written instruments.

The effective date of the merger shall be the date of filing the Articles of Merger with the office of the Florida Department of State.

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**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, and is being submitted in accordance with Section 608.438, Florida Statutes.

**First:** The exact name, and jurisdiction, of each merging party is as follows:

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>
JJM Restaurants, L.L.C.	Florida
JJM Restaurants, L.L.C.	New Jersey

**Second:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name &amp; Street Address</u>	<u>Jurisdiction</u>
JJM Restaurants, L.L.C.	Florida

**Third:** The terms and conditions of the merger are as follows: JJM Restaurants, L.L.C. a New Jersey Limited Liability Company (New Jersey) shall be merged into JJM Restaurants, L.L.C. a Florida Limited Liability Company (Florida) (collectively sometimes New Jersey and Florida may be referred to as the "Merged Entities" or the "Merging Entities"); and the existence of New Jersey shall cease and the Merged Entities shall continue under the name JJM Restaurants, L.L.C., a Florida Limited Liability Company and Florida shall become the owner without transfer, of all the rights and properties of the Merging Entities and Florida shall become subject to all the debts and liabilities of New Jersey in the same manner as if Florida itself incurred them.

**Fourth - A.** The manner and basis of converting the interest of each merged party into the interest of the survivor, are as follows: Membership interests in the New Jersey Limited Liability Company are in the same percentage as membership interests in the Florida Limited Liability Company. Therefore, the members of the New Jersey Limited Liability Company will continue to have the same membership interests in the Florida Limited Liability Company as survivor of the merger, as they had in the New Jersey Limited Liability Company.

**Fourth - B.** The manner and basis of converting rights to acquire membership interests of each merged party into rights to acquire membership interest of the surviving entity are as follows: Each member of the New Jersey Limited Liability Company shall exchange their membership interest in said Company for a similar membership interest in the Florida Limited Liability Company, so that after the merger each member shall hold the same percentage membership interest in the Florida Limited Liability Company as they held in the New Jersey Limited Liability Company prior to the merger.

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JACK R LOVING PA

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Eighth: Signatures for each party:

Name of Entity

Signatures

Typed/Printed Name

JJM Restaurants, L.L.C.,  
A Florida Limited Liability Co.

Jack L. Marchant  
Member

Jack Lane Marchant

JJM Restaurants, L.L.C.  
A New Jersey Limited  
Liability Company

Jack L. Marchant  
Member

Jack Lane Marchant

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