

L03000025580

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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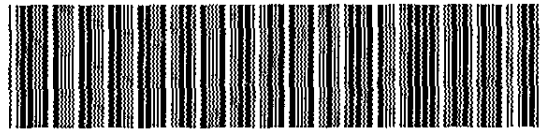
(Business Entity Name)

(Document Number)

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 DEC 24 PM 12:11

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L03-25580
DL

EFFECTIVE DATE

12-29-03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 24 PM 2:43

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 24, 2003

ASHLEY
CT CORPORATION SYSTEM

SUBJECT: SPECIALTY RESTAURANT DEVELOPMENT, LLC
Ref. Number: L03000025580

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for SPECIALTY RESTAURANT DEVELOPMENT, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 103A00068704

*Please back-date
file ASAP.*
Thelma

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

December 24, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 6007084 SO
Customer Reference 1: None Given
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Specialty Development, LLC (FL)
Merger (Survivor)
Florida

Specialty Development, LLC (FL)
Obtain Document - Misc - Certificate of Merger
Florida

*Cert. Re: Merger
please ☺*

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

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

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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 and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Specialty Restaurant Development, L.L.C. Attn: Guy A. Taylor 14235 West 123 rd Road Olathe, KS 66062	Missouri	Limited Liability Company

Missouri Charter Number: **LC0022735**

FEI Number: 43-1830622

2. Specialty Restaurant Development of Florida, L.L.C. Attn: Guy A. Taylor 14235 West 123 rd Road Olathe, KS 66062	Missouri	Limited Liability Company
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Missouri Charter Number: **LC0039277**

FEI Number: 59-3650484

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>
1. Specialty Restaurant Development, LLC 1001 North Lake Destiny Road Suite 100 Maitland, Florida 32751	Florida	Limited Liability Company

Florida Document/Reg. Number: **LC03000025580** FEI Number:

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: If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

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TALLAHASSEE, FLORIDA

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: 12:01a.m. December 29, 2003.

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

EIGHTH: Signature(s) for each party:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives.

**Specialty Restaurant Development, L.L.C.,
a Missouri limited liability company**

By: _____
Its: _____

Dated: _____

12/22/03

**Specialty Restaurant Development of Florida, L.L.C.,
a Missouri limited liability company**

By: _____
Its: _____

Dated: _____

12/22/03

**Specialty Restaurant Development, LLC,
a Florida limited liability company**

By: _____
Its: _____

Dated: _____

12/22/03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN AND AGREEMENT OF MERGER

between SPECIALTY RESTAURANT DEVELOPMENT, L.L.C., a Missouri limited liability company, SPECIALTY RESTAURANT DEVELOPMENT OF FLORIDA, L.L.C., a Missouri limited liability company and SPECIALTY RESTAURANT DEVELOPMENT, LLC, a Florida limited liability company.

This Agreement dated as of December 22, 2003 among SPECIALTY RESTAURANT DEVELOPMENT, L.L.C., a Missouri limited liability company ("SRD-MO"), SPECIALTY RESTAURANT DEVELOPMENT OF FLORIDA, L.L.C., a Missouri limited liability company ("SRDFL-MO") and SPECIALTY RESTAURANT DEVELOPMENT, LLC, a Florida limited liability company ("SRD").

WITNESSETH:

WHEREAS, SRD-MO is a limited liability company duly organized and existing under the laws of the State of Missouri, having been organized on October 8, 1998;

WHEREAS, SRDFL-MO is a limited liability company duly organized and existing under the laws of the State of Missouri, having been organized on May 25, 2000;

WHEREAS, SRD is a limited liability company duly organized and existing under the laws of the State of Florida, having been organized on July 14, 2003; and

WHEREAS, the Members and Management of the parties hereto deem it desirable, upon the terms and subject to the condition herein stated, that SRD-MO and SRDFL-MO be merged with and into SRD and that SRD be the surviving Company with the outstanding membership interests of SRD-MO and SRDFL-MO converted into membership interests of SRD.

NOW, THEREFORE it is agreed as follows:

ARTICLE I: TERMS

1.1 On the effective day of the Merger (as hereinafter defined), SRD-MO and SRDFL-MO shall be merged with and into SRD, with SRD as the surviving company.

1.2 Upon the effective date of the Merger;

A. Each then outstanding membership interest of SRD-MO and SRDFL-MO shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into membership interests of SRD.

B. Due to the fact that the Owners' Membership Interests in SRD-MO, SRDFL-MO and SRD are identical, each Owners' Membership Interests in SRD shall remain unaffected by the Merger and each Owners' Membership Interests in SRD-MO and SRDFL-MO shall be extinguished.

1.3 The name and address of each Managing Member of the Surviving Entity are attached hereto in 'Exhibit A'.

SECRETARY
JANE
ALLAHASSEY
FLORIDA

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ARTICLE II: EFFECTIVE DATE

2.1 This Agreement shall be submitted to the Members entitled to vote thereon of each of SRD-MO, SRDFL-MO and SRD as provided by the applicable laws of the State of Missouri and the State of Florida. If this Agreement is duly adopted by the requisite votes of such Members, a Notice of Merger, executed in accordance with the laws of the State of Missouri shall be filed with the Secretary of State of the State of Missouri, and Articles of Merger, executed in accordance with the laws of the State of Florida, shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective on 12:01 a.m. December 29, 2003, herein sometimes referred to as the "Effective Date of the Merger."

ARTICLE III: COVENANTS

3.1 SRD-MO and SRDFL-MO covenant and agree that they will present this Agreement for adoption or rejection by vote of the holders of membership interests in SRD-MO and SRDFL-MO at a special meeting of members (or a unanimous written consent), and will furnish to such holders such documents and information in connection therewith as is required by law.

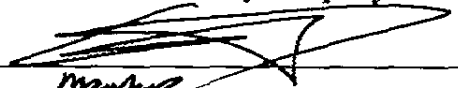
IN WITNESS WHEREOF, SRD-MO, SRDFL-MO and SRD have each caused this Agreement to be executed by its authorized Members or Officers, all as of the date first above written.

**Specialty Restaurant Development, L.L.C.,
a Missouri limited liability company**

By: 
Its: Member

Dated: 12/22/03

**Specialty Restaurant Development of Florida, L.L.C.,
a Missouri limited liability company**

By: 
Its: Member

Dated: 12/22/03

**Specialty Restaurant Development, LLC,
a Florida limited liability company**

By: 
Its: Member

Dated: 12/22/03

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TALLAHASSEE, FLORIDA

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EXHIBIT A
TO THE PLAN AND AGREEMENT OF MERGER

The names and addresses of the Managing Members of Surviving Party are:

Guy A. Taylor	1001 North Lake Destiny Road, Suite 100 Maitland, FL 32751
Grey Gustin	1001 North Lake Destiny Road, Suite 100 Maitland, FL 32751
Abe Gustin	1001 North Lake Destiny Road, Suite 100 Maitland, FL 32751

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