

W04000024433

Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE**MEL'S-SAN CARLOS, LLC**

Certificate of Status	0
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Mel's-San Carlos, Inc. 2180 Immokalee Road, Suite 316 Naples, Florida 34110	Florida	Corporation

Florida Document/Registration Number: P99000018853 FEI Number: 59-3577657

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>
Mel's-San Carlos, LLC 2180 Immokalee Road, Suite 316 Naples, Florida 34110	Florida	Limited Liability Company

Florida Document/Registration Number: L04000024433 FEI Number: 20-0957585

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 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 Chapters 607 and 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 any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

SEVENTH: SIGNATURES FOR EACH PARTY:

MEL'S-SAN CARLOS, INC.

By 
Chris Karakosta, President

MEL'S-SAN CARLOS, LLC

By 
Chris Karakosta, Manager

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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 sections 607.1103 and 608.4381, is being submitted in accordance with sections 607.1103 and 608.4381, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Mel's-San Carlos, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Mel's-San Carlos, LLC	Florida

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

Mel's-San Carlos, Inc., shall be merged with and into Mel's-San Carlos, LLC. The existence of Mel's-San Carlos, Inc., shall cease upon the Effective Date (as defined herein) of the merger in accordance with the provisions of the laws of the State of Florida. The Articles of Organization of Mel's-San Carlos, LLC, as now in force and effect shall be the Articles of Organization of Mel's-San Carlos, LLC, as it survives after the merger. The merger shall become effective at such time as is specified in the Articles of Merger (the "Effective Date").

The Plan of Merger herein entered into shall be submitted to all of the shareholders entitled to vote of Mel's-San Carlos, Inc., for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act and to the manager and members of Mel's-San Carlos, LLC, for their approval or rejection in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

FOURTH: 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 shares of Mel's-San Carlos, Inc., shall, upon the Effective Date, be converted into membership interests in Mel's-San Carlos, LLC, such that after the Effective Date, each shareholder of Mel's-San Carlos, Inc., shall own the same percentage membership interest in Mel's-San Carlos, LLC as the stock ownership percentage that such shareholder owned in Mel's-San Carlos, Inc., prior to the

FIFTH: The name and address of the manager is as follows:

Chris Karakosta
2180 Immokalee Road, Suite 316
Naples, Florida 34110

Mel's-San Carlos, LLC, the surviving entity, shall be governed by an operating agreement.