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05 MAR -1 PM 1:35
TALLAHASSEE, FLORIDA

6/12/05

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Jonathan J. Lichtman
Member Florida and New York Bars

February 2, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

RE: **Chick-N-Grill of Coconut Grove, Inc.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Merger for the above-referenced Corporation with and into Check-N-Grill of Coconut Grove, LLC. Also enclosed is a check in the amount of \$43.75 which represents the filing fee and the cost of a certified copy of the Articles of Merger. If these documents are in order, please file them as soon as possible and provide the certified copy to the undersigned.

Please contact me if you have any questions or require additional information. Thank you for your assistance in this matter.

Very truly yours,


Jonathan J. Lichtman

JJL/mcp
Enc.

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05 FEB -1 PM 1:38
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 10, 2005

JONATHAN J. LICHTMAN
LAW OFFICES LEVINSON & LICHTMAN, LLP
120 E PALMETTO PARK RD, STE 100
BOCA RATON, FL 33432

SUBJECT: CHICK-N-GRILL OF COCONUT GROVE, LLC
Ref. Number: L04000062906

We have received your document for CHICK-N-GRILL OF COCONUT GROVE, LLC and your check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following:

The fee to file the merger is \$60.00. If you would like a certified copy, please add and add an additional \$30.00

There is a balance due of \$16.25.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 605A00009584

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05 MAR -1 PM 1:36
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
of CHICK-N-GRILL OF COCONUT GROVE, INC.**

PO4-46276

with and into

CHICK-N-GRILL OF COCONUT GROVE, LLC

LD4-62906

Pursuant to Section 607.1108 of the Florida Business Corporations Act, **CHICK-N-GRILL OF COCONUT GROVE, INC.**, a Florida corporation ("CGCorp"), and **CHICK-N-GRILL OF COCONUT GROVE, LLC**, a Florida limited liability company ("CGLLC"), adopt the following Articles of Merger for the purpose of merging CGCorp with and into CGLLC, the latter of which is to survive the merger:

ARTICLE I

The following Plan of Merger was approved by the Board of Directors of CGCorp and by the sole Member and Manager of CGLLC in the manner prescribed by the Florida General Corporation Act and the Florida Limited Liability Company Act:

PLAN OF MERGER

This PLAN OF MERGER is dated September 1, 2004, between CHICK-N-GRILL OF COCONUT GROVE, INC., INC., a Florida corporation ("CGCorp"), and CHICK-N-GRILL OF COCONUT GROVE, LLC. ("CGLLC"), a Florida limited liability company.

1. **Surviving Entity.** Pursuant to Section 607.1108 of the Florida Business Corporations Act, CGCorp shall be merged with and into CGLLC, which shall be the surviving entity.
2. **Terms and Conditions of Merger.** On the effective date of the merger of CGCorp with and into CGLLC, the separate existence of CGCorp shall cease, its stock shall be cancelled and CGLLC shall succeed to all of its properties, rights and other assets and shall be subject to all the liabilities of CGCorp, without further action by any of the entities.
3. **Conversion of Stock.** On the effective date of the merger, all of the 60 issued and outstanding shares of CGCorp's stock shall be converted into 100% of the Membership Interest in CGLLC..
4. **Articles of Organization and Operating Agreement.** The Articles of Organization and Operating Agreement of CGLLC shall continue to be its Articles of Organization and Operating Agreement following the effective date of the merger.
5. **Manager and Officers.** The Manager of CGLLC on the effective date of the merger shall be as follows:

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CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

Manager: Justin DalMolin
Business Address: The DalMolin Group, LLC
2911 Grand Ave., Suite 400-D
Coconut Grove, FL 33133

and he shall continue as the manager of CGLLC, as the surviving entity, until his successor has been elected or appointed and qualified.

ARTICLE II

The Plan of Merger was approved by the Shareholders of CGCorp on September 16, 2004, in accordance with the applicable provisions of Chapter 607, Florida Statutes, and by the sole member and manager of CGLLC on September 16, 2004, in accordance with the applicable provisions of Chapter 608, Florida Statutes.

ARTICLE III

The effective date of the Merger shall be September 16, 2004.

CHICK-N-GRILL OF COCONUT GROVE, INC.

By: _____

Justin DalMolin, President

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TALLAHASSEE, FLORIDA

CHICK-N-GRILL OF COCONUT GROVE, LLC, a
Florida limited liability company

By: _____

Justin DalMolin, Manager