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MERGER OR SHARE EXCHANGE

MOE'S TINSELTOWN, L.L.C.

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ARTICLES OF MERGER

OF

MOE'S JACKSONVILLE, INC.
a Florida corporation

P04000069894

INTO

MOE'S TINSELTOWN, L.L.C.
a Florida limited liability company

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Pursuant to the provisions of Sections 607.1105 and 608.4382, Florida Statutes, the undersigned corporations certify as follows:

FIRST: The names of the entities that are parties to the merger are Moe's Jacksonville, Inc., a Florida corporation, and Moe's Tinseltown, L.L.C., a Florida limited liability company.

SECOND: Moe's Tinseltown, L.L.C. shall be the surviving entity.

THIRD: The Plan of Merger (the "Plan of Merger") was approved by the board of directors of Moe's Jacksonville, Inc. by Unanimous Written Consent on July 25, 2005, and by Written Consent of the Managers and Member(s) of Moe's Tinseltown, L.L.C. on July 25, 2005.

FOURTH: A copy of the Plan of Merger as approved by the board of directors of Moe's Jacksonville, Inc. and by the Managers and Members of Moe's Tinseltown, L.L.C. is attached hereto as Exhibit A.

FIFTH: Moe's Tinseltown, L.L.C. agrees to promptly pay to the dissenting members of Moe's Jacksonville, Inc. the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

DATED July 25, 2005.

MOE'S JACKSONVILLE, INC.

By: [Signature]
Brad Chasteen, President

MOE'S TINSELTOWN, L.L.C.

By: [Signature]
Brad Chasteen, Manager

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EXHIBIT A
PLAN OF MERGER
OF
MOE'S JACKSONVILLE, INC.
(a Florida corporation)

INTO

MOE'S TINSELTOWN, L.L.C.
(a Florida limited liability company)

INTO

This PLAN OF MERGER dated July 25, 2005 is made by and between Moe's Tinseltown, L.L.C., a Florida limited liability company ("Tinseltown"), and Moe's Jacksonville, Inc., a Florida corporation (the "Corporation").

WHEREAS, the Board of Directors of the Corporation and the Managers and Members of Tinseltown deem it advisable and in the best interest of Tinseltown and the Corporation and their respective shareholders and members to merge the Corporation with and into Tinseltown, with Tinseltown designated as the surviving entity.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Tinseltown and the Corporation shall be merged with and into a single limited liability company, with Tinseltown being the surviving entity from and after the effective time of the merger, and thereupon the separate existence of the Corporation shall cease.
2. The Certificate of Formation of Tinseltown shall continue to be the Certificate of Formation of the surviving entity until amended as therein provided.
3. The Operating Agreement of Tinseltown shall continue to be the Operating Agreement of the surviving entity until changed, altered or amended as therein provided.
4. The following individuals shall serve as managers of Tinseltown from and after the effective time of the merger until their respective successors are elected and qualified or their earlier resignation or removal:

Brad Chasteen
450-106 State Road 13 North, #137
Jacksonville, FL 32259

Robert Leonard
450-106 State Road 13 North, #137
Jacksonville, FL 32259

Steve Foss
450-106 State Road 13 North, #137
Jacksonville, FL 32259

5. From and after the effective time of the merger, each issued and outstanding share of common stock of the Corporation immediately prior to the merger shall automatically, and without any action on the part of the holders thereof, be cancelled.

6. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida upon a majority vote of the managers and members of Tinseltown or the Board of Directors of the Corporation.

7. Pursuant to the Florida Business Corporation Act, Chapter 607, this Plan of Merger has been approved by resolutions duly adopted by the Board of Directors of the Corporation and pursuant to the Florida Limited Liability Company Act, Chapter 608, by the managers and members of Tinseltown.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger the day and year first written above.

MOE'S JACKSONVILLE, INC.
a Florida corporation

By: 

Name: Brad Chasteen
Title: President

MOE'S TINSELTOWN, L.L.C.
a Florida limited liability company

By: 

Name: Brad Chasteen
Title: Manager

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