

LU6000057551

(Requestor's Name)

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(City/State/Zip/Phone #)

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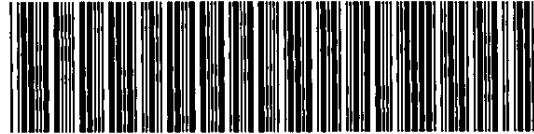
(Business Entity Name)

(Document Number)

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DIVISION OF OPERATIONS  
TALLAHASSEE, FLORIDA

FILED

07 OCT 26 PM 12:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 289946 4311863

AUTHORIZATION

COST LIMIT : \$ 50.00

FILED  
07 OCT 26 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 25, 2007

ORDER TIME : 3:55 PM

ORDER NO. : 289946-005

CUSTOMER NO: 4311863

ARTICLES OF MERGER

FRANK THEATRES, LLC

INTO

FRANK THEATRES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Roath

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
07 OCT 26 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Frank Theatres, LLC	Florida	LLC
L06000057551		

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Frank Theatres, LLC	Delaware	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o Corporation Service Company

2711 Centerville Road, Suite 400

Wilmington, DE 19808

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Frank Management, LLC

11380 Prosperity Farms Road, #10

Palm Beach Gardens, FL 33410

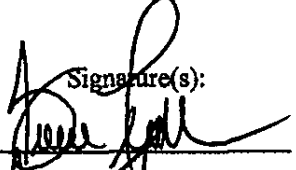
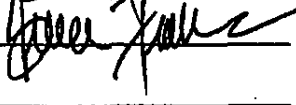
Mailing address: Frank Management, LLC

11380 Prosperity Farms Road, #10

Palm Beach Gardens, FL 33410

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Frank Theatres, LLC (Merged)		Bruce Frank
Frank Theatres, LLC		Bruce Frank
(Survivor) ←		

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Frank Theatres, LLC	Florida	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Frank Theatres, LLC	Delaware	LLC

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

See Addendum "A" attached hereto and made a part hereof.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Addendum "A" attached hereto and made a part hereof.

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Addendum "A" attached hereto and made a part hereof.

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*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None required.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

None.

*(Attach additional sheet if necessary)*



**Addendum "A"**  
**to Plan of Merger Between**  
**Frank Theatres, LLC, a Florida limited liability company**  
**and**  
**Frank Theatres, LLC, a Delaware limited liability company**

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

As part of a corporate restructuring, Frank Theatres, LLC, a Florida limited liability company ("Frank Florida") is being merged into Frank Theatres, LLC, a Delaware limited liability company ("Frank Delaware") which will result in Frank Delaware acquiring, from Frank Florida, one hundred percent (100%) of the membership interests in various limited liability companies which, themselves, are the holders of certain estates (fee or leasehold) in and to certain lots, pieces or parcels of ground each improved by a movie theatre and accessory facilities including, but limited to, parking. As a result of the merger, Frank Delaware will succeed to all of the assets of Frank Florida, without consideration, and will continue the business of Frank Florida without interruption. Frank Delaware will assume all of the benefits and burdens which attached to the business and operations of Frank Florida.

**FOURTH:**

A. 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 is as follows:

The sole member of Frank Florida is Bruce Frank. The sole member of Frank Delaware is Frank Entertainment Company, LLC, a Delaware limited liability company ("Frank Entertainment"), whose sole member is Bruce Frank. As a result of the aforesaid restructuring, membership interest in Frank Delaware shall not change and no exchanged or converted membership interest need be issued. Frank Delaware will succeed to all of the assets of Frank Florida, without consideration, and will continue the business of Frank Florida without interruption. Frank Delaware will assume all of the benefits and burdens which attached to the business and operations of Frank Florida.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no unexercised rights of acquisition which would be impacted by the merger.