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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

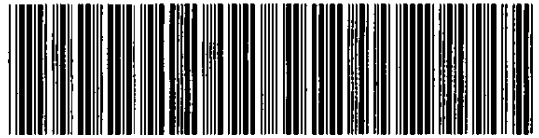
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

RAMSEY W. DULIN
ATTORNEY AT LAW

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23 December 2009

VIA U.S. MAIL DELIVERY

Registration Section
Florida Department of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Merger: Barnie's Franchise Service, LLC (Survivor)
 Barnie's International, LLC
 Broadway Coffee & Tea Company, LLC

Dear Correspondent;

Enclosed please find an original, signed certificate of merger with regard to the merger of the above referenced Florida limited liability companies. The surviving LLC is Barnie's Franchise Service, LLC.

Also enclosed is check no. 018534, drawn of the account of Barnie's II, Inc., and payable to the Florida Department of State in the amount of \$75.00, as and for the filing fee for filing the merger document.

All correspondence and requests for information should be addressed to the undersigned at the address set forth in the letterhead above.

Thank you for your attention to this matter.

Yours truly,



Ramsey W. Dulin, Esquire

RWD/kjw

Enclosures: Certificate of Merger
 Check No. 018534 (\$75.00)

CERTIFICATE OF MERGER
OF
BARNIE'S INTERNATIONAL, LLC
AND
BROADWAY COFFEE AND TEA COMPANY, LLC
WITH AND INTO
BARNIE'S FRANCHISE SERVICE, LLC

THE UNDERSIGNED, BARNIE'S INTERNATIONAL, LLC, a Florida limited liability company, hereinafter "**BIL**", **BROADWAY COFFEE AND TEA COMPANY, LLC**, a Florida limited liability company, hereinafter "**BCTC**" (the Merging Companies), and **BARNIE'S FRANCHISE SERVICE, LLC**, hereinafter "**BFS**" (the Surviving Company), have each adopted a Plan and Agreement of Merger and hereby adopt this Certificate of Merger. The name of the surviving limited liability company is **BARNIE'S FRANCHISE SERVICE, LLC**.

ARTICLES OF ORGANIZATION

The Articles of Organization of **BARNIE'S FRANCHISE SERVICE, LLC**, the Surviving Company, shall remain unchanged and in full force and effect.

AGREEMENT

The Plan and Agreement of Merger is as follows:

- a. BIL and BCTC shall be merged with and into BFS, to exist and be governed pursuant to the laws of the State of Florida.
- b. The name of the Surviving limited liability company shall be **BARNIE'S FRANCHISE SERVICE, LLC ("BFS")**.
- c. When this agreement shall become effective, the separate limited liability company existence of BIL and BCTC shall cease, and the Surviving Company (**BFS**) shall succeed, without other transfer, to all the rights and property of both BIL and BCTC, and shall be subject to all the debts and liabilities of both BIL and BCTC in the same manner as if BFS had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

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TALLAHASSEE, FLORIDA

d. BFS will carry on business with the assets of both BIL and BCTC, as well as with the assets of BFS.

e. The ownership interests of BIL and BCTC are each held by the same sole Member, Bernie's II, Inc., a Florida corporation. Upon the effective date of merger, the ownership interests of BIL and BCTC will be consolidated with the ownership interest held by said single Member of BFS.

f. The Articles of Organization of BFS, as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of FSUI until altered, amended, or repealed as provided in the Articles or as provided by law.

APPROVAL BY DIRECTORS AND SHAREHOLDERS

The Plan and Agreement of Merger of the undersigned corporations was unanimously approved and adopted by the Member of each respective liability company effective the 24th day of September, 2009.

EFFECTIVE DATE

The merger of the undersigned corporations shall become effective upon the filing of this Certificate of Merger with the Florida Department of State.

Dated effective the 25th day of September, 2009.

BARNIE'S INTERNATIONAL, LLC

By: B Philip Jones Jr
B. Philip Jones, Jr., Manager/Pres.

**BROADWAY COFFEE AND TEA
COMPANY, LLC**

By: B Philip Jones Jr
B. Philip Jones, Jr., Manager/Pres.

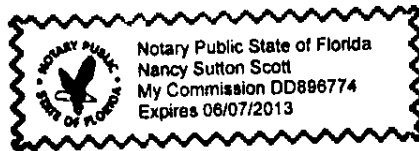
BARNIE'S FRANCHISE SERVICE, LLC

By: B Philip Jones Jr
B. Philip Jones, Jr., Manager/Pres.

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, personally appeared B. Philip Jones, Jr.,

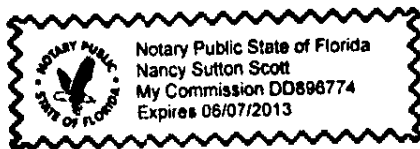
personally known to me, who acknowledged before me that he executed the foregoing instrument as Manager and President of BARNIE'S INTERNATIONAL, LLC, for the purposes expressed therein.



Nancy Sutton Scott
Notary Public, State of Florida
My Commission Expires: 6/7/13

STATE OF FLORIDA
COUNTY OF ORANGE

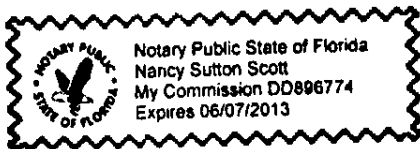
BEFORE ME, the undersigned authority, personally appeared B. Philip Jones, Jr., personally known to me, who acknowledged before me that he executed the foregoing instrument as Manager and President of BROADWAY COFFEE AND TEA COMPANY, LLC, for the purposes expressed therein.



Nancy Sutton Scott
Notary Public, State of Florida
My Commission Expires: 6/7/13

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared B. Philip Jones, Jr., personally known to me, who acknowledged before me that he executed the foregoing instrument as Manager and President of BARNIE'S FRANCHISE SERVICE, LLC, for the purposes expressed therein.



Nancy Sutton Scott
Notary Public, State of Florida
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