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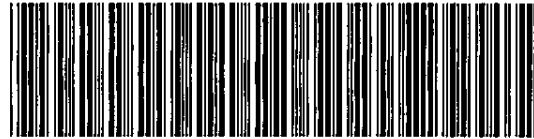
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**DENIS A. COHRS, P.A.**

ATTORNEYS AND COUNSELORS AT LAW

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January 16, 2006

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, Florida 32399

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DIVISION OF CORPORATIONS  
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**RE: CP #188, LLC and Cici's Pizza #188, Inc.**

Dear Sirs:

Enclosed herewith is the original of the Certificate of Merger along with the Plan of Merger which is attached in connection with the referenced matter. Also enclosed is this firm's check in the amount of \$60.00 for the fee to file said Certificate. For your convenience I have enclosed a postage paid return envelope for your use in returning the original filed Certificate of Merger to this office.

Should you have any questions or need anything further, please feel free to call.

Sincerely,



Tammaree J. Reeves  
Legal Assistant

TJR  
Encls.

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**CERTIFICATE OF MERGER**

THIS CERTIFICATE OF MERGER, entered into this 31st day of December, 2006, by and between **CP#188, LLC**, a limited liability company organized and existing under the laws of the State of Florida (hereinafter referred to as "Surviving Entity"), and **Cici's Pizza #188, Inc.**, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Merged Corporation").

#P01000030590

**ARTICLE I**

1. Parties

(a) Surviving Entity, by its Certificate of Organization, which was filed in the office of the Secretary of State of Florida on October 25, 2006; and

(b) Merged Corporation, by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida on March 26, 2001, has an authorized capital stock of 1000 shares of \$1.00 par value common capital stock, of which 100 shares are issued and outstanding on the date of the execution hereof; and,

**ARTICLE II**

2. Approval.

The attached plan of merger was approved by the Surviving Entity and the Merged Corporation, as the parties to this merger, in accordance with the applicable laws of the state of Florida.

**ARTICLE III**

3. Merger.

Merged Corporation shall be and is hereby merged into Surviving Entity, and Surviving Entity shall and does hereby merge Merged Corporation into itself. Surviving Entity shall continue to be governed by the laws of the State of Florida.

**IN WITNESS WHEREOF**, the parties hereto have caused this Certificate of Merger to be executed by the President and Secretary of the Merged Corporation and the Managing Member of the Surviving Corporation, pursuant to authority given by the and the Board of Directors Shareholders of the Merged Corporation and Members of the Surviving Entity as follows:

**Approved and Adopted** by unanimous vote of all of the Shareholders and the Board of Directors of the Merged Corporation and all of the Members of the Surviving Corporation on **December 31, 2006**, with the number of members, shareholders and directors present at the meeting and casting votes in favor of the action being sufficient to pass the same.

**Cici's Pizza #188, Inc.**  
**a Florida corporation**

\_\_\_\_\_  
**Lisa Bertrand, President**

\_\_\_\_\_  
**Lisa Bertrand, Secretary**

**CP#188, LLC**  
**a Florida limited liability company**

\_\_\_\_\_  
**Giorgio Bertrand, Managing Member**

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## **PLAN OF MERGER**

THIS PLAN AND ARTICLES OF MERGER, entered into this 31st day of December, 2006, by and between **CP#188, LLC**, a limited liability company organized and existing under the laws of the State of Florida (hereinafter referred to as "Surviving Entity"), and **Cici's Pizza # 188, Inc.**, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Merged Corporation").

### **RECITALS**

A. Surviving Entity, by its Certificate of Organization, which was filed in the office of the Secretary of State of Florida on October 25, 2006; and

B. Merged Corporation, by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida on March 26, 2001, has an authorized capital stock of 1000 shares of \$1.00 par value common capital stock, of which 100 shares are issued and outstanding on the date of the execution hereof; and,

C. The Managing Member of the Surviving Entity and The Board of Directors of the Merged Corporation hereto deem it advisable and in the best interest of the respective shareholders that Merged Corporation should be merged into Surviving Entity, and that Surviving Entity merge Merged Corporation into itself, pursuant to the terms and conditions hereinafter set forth.

**NOW, THEREFORE**, the parties hereto hereby agree to this Plan and Articles of Merger, whereby Merged Corporation is merged into Surviving Entity, and Surviving Entity merges Merged Corporation into itself in the manner prescribed by the laws of the State of Florida, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

### **ARTICLE I**

#### **1. Merger.**

Merged Corporation shall be and is hereby merged into Surviving Entity, and Surviving Entity shall and does hereby merge Merged Corporation into itself. Surviving Entity shall continue to be governed by the laws of the State of Florida.

### **ARTICLE II**

#### **2. Conversion of Stock.**

The manner of converting the outstanding shares of capital stock of the Merged Corporation into the shares of Surviving Entity, and the basis of otherwise paying for or converting the outstanding shares of capital stock of each of the constituent corporations, shall be as follows:

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(a) Each share of the \$1.00 par value common capital stock of Merged Corporation authorized, issued and outstanding on the effective date of the merger shall, by virtue of the merger and without further action on the part of the holder, become a one percent (1%) membership interest of Surviving Entity. As soon as practical after the effective date of the merger, each holder of a certificate or certificates representing outstanding shares of common stock of Merged Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor membership interest representing their aggregate membership interest of Surviving Entity into which the shares of common stock of Merged Corporation theretofore represented by the Surviving Entity's operating agreement shall have been converted pursuant to this Article.

(b) The Surviving Entity agrees to pay all members with appraisal rights the amount to which such members are entitled under Florida Statutes 608.4351 through 608.43595.

### ARTICLE III

#### 3. Terms of Merger.

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Surviving Entity shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.

(b) Upon the Effective Date of this merger, every limited liability company and other business entity that is a party to the merger merges into the surviving entity and the separate existence of every limited liability company and other business entity that is a party to the merger, except the surviving entity, ceases. The title to all real estate and other property, or any interest therein, owned by each domestic limited liability company and other business entity that is a party to the merger is vested in the surviving entity without reversion or impairment by reason of this chapter. The surviving entity shall thereafter be responsible and liable for all the liabilities and obligations of each limited liability company and other business entity that is a party to the merger, including liabilities arising out of the appraisal rights under Florida Statutes Sections 608.4351-608.43595 with respect to such merger under applicable law. Any claim existing or action or proceeding pending by or against any limited liability company or other business entity that is a party to the merger may be continued as if the merger did not occur or the surviving entity may be substituted in the proceeding for the limited liability company or other business entity which ceased existence. Neither the rights of creditors nor any liens upon the property of any limited liability company or other business entity shall be impaired by such merger. If a limited liability company is the surviving entity, the articles of organization and the operating agreement of such limited liability company in effect immediately prior to the time the merger becomes effective shall be the articles of organization and the operating agreement of the surviving entity, except as amended or restated to the extent provided in the plan of merger. The shares, obligations, or other securities and other interests, and the rights to acquire such shares, obligations, or other securities and other interests, of the Merged Corporation shall be converted into membership interests or other securities and other interests, or rights to such securities, obligations, or other interests, of the surviving entity or, in whole or in part, into cash or other property as provided in the

plan of merger, and the former members of each limited liability company merging into another business entity shall be entitled only to the rights provided in the plan of merger and to their appraisal rights, if any, under Florida Statutes Sections 608.4351-608.43595, or other applicable law.

(c) If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan and Articles of Merger.

#### ARTICLE IV

4. Amendment.

Surviving Entity shall have the right to amend, alter, change or repeal any provisions contained in this plan and Articles of Merger or which may be contained in the Articles of Organization of Surviving Entity, in the manner now and hereafter prescribed by said laws, and all rights conferred upon members herein are granted subject to this reservation.

#### ARTICLE V

5. Filing

(a) Upon the approval of this Plan and Articles of Merger by the stockholders of the Merged Corporation and the members of the Surviving Entity in accordance with the laws of the State of Florida, this Plan and Articles of Merger shall be filed with the Secretary of State of the State of Florida.

Cici's Pizza #188, Inc.  
a Florida corporation

\_\_\_\_\_  
Lisa Bertrand, President

\_\_\_\_\_  
Lisa Bertrand, Secretary

CP#188, LLC  
a Florida limited liability company

\_\_\_\_\_  
Giorgio Bertrand, Managing Member

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