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(Requestor's Name)

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(City/State/Zip/Phone #)

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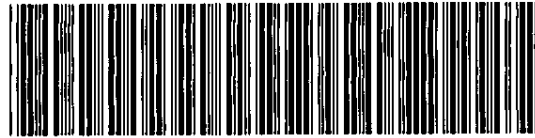
(Business Entity Name)

(Document Number)

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12 JAN 13 PM 1:33 12 JAN 13 PM 1:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. LEWIS

JAN 18 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Monroe Properties of Tallahassee LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Robert C. Bruner ATTY
Contact Person

Firm/Company
215 Delta Ct.
Address

Tallahassee, FL 32303
City, State and Zip Code

robertcbruner@hotmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert C. Bruner at (850) 385 0342
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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Certificate of Merger
For
Florida Limited Liability Company

12 JAN 13 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
OBT Burger Inc	FL PD7000043568	INC
BUL Burger Inc	FL PD7000043570	INC
St. Cloud Burger Inc	FL PD7000043579	INC
Seminole Burger Inc	FL PD9000030902	INC

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

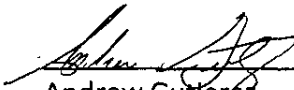
<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
LOT0000107748 Monroe Properties of Tallahassee LLC	FLA.	LLC

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.

stockholders of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such Managing Members and Board of Directors may abandon the Merger Agreement by directing the officers of the corporations to refrain from executing or filing this Merger Agreement, and this Merger Agreement shall then be void and of no effect.

The Managing Members, or a majority of them, of Monroe Properties, and the Directors, or a majority of them, of OBT, BVL, St. Cloud and Seminole have executed this Merger Agreement under their respective corporate seals at the law office of Robert C. Bruner, Esq., 215 Delta Court, Tallahassee, FL 32303 the day and year first above written.

MONROE PROPERTIES OF TALLAHASSEE, LLC


BY: 
Andrew Gutierrez
ITS: Managing Member

BY: _____
Wazirali Kaisani
ITS: Member

BY: _____
Pervez Kaisani
ITS: Member

BY: _____
Iqbal Kaisani
ITS: Member

OBT BURGER, INC.
BVL BURGER, INC.
ST. CLOUD BURGER, INC.
SEMINOLE BURGER, INC.

BY: 
Andrew Gutierrez
ITS: VP and Secretary

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TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT

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MONROE PROPERTIES OF TALLAHASSEE, LLCBY: 

Andrew Gutierrez

ITS:

Managing Member

BY: 

Wazir Ali Kaisani

ITS:

Member

BY: 

Pervez Kaisani

ITS:

Member

BY: 

Iqbal Kaisani

ITS:

Member

OBT BURGER, INC.**BVL BURGER, INC.****ST. CLOUD BURGER, INC.****SEMINOLE BURGER, INC.**BY: 

Andrew Gutierrez

ITS:

VP and Secretary

MERGER AGREEMENT

This Merger Agreement is made and entered into this 13th day of January, 2012, between Monroe Properties of Tallahassee, LLC (hereinafter referred to as "Monroe Properties"), a limited liability company organized and existing under the laws of the state of Florida, with its principal office located at 1808 S. Monroe Street, Tallahassee, FL 32301, and OBT Burger, Inc. (hereinafter referred to as "OBT"), a corporation organized and existing under the laws of the state of Florida, with its principal office located at 1377 Apalachee Pkwy., Tallahassee, FL 32301, and BVL Burger, Inc. (hereinafter referred to as "BVL"), with its principal office located at 1808 South Monroe Street, Tallahassee, FL 32301, and St. Cloud Burger, Inc. (hereinafter referred to as "St. Cloud"), with its principal office located at 3979 West Tennessee Street, Tallahassee, FL 32304, and Seminole Burger, Inc. (hereinafter referred to as "Seminole"), with its principal office located at 802 Lake Bradford, Tallahassee, FL 32304.

WHEREAS, the total number of units which Monroe Properties is authorized to issue is 1000 units, divided into one class and assigned without par value; and

WHEREAS, the total number of shares of stock which OBT, BVL, St. Cloud, and Seminole, are authorized to issue is 1000 shares, divided into one class and assigned without par value; and

WHEREAS, the Managing Members of Monroe Properties and the Board of Directors of OBT, BVL, St. Cloud and Seminole deem it desirable and in the best interest of Monroe Properties and OBT, BVL, St. Cloud and Seminole and their members and shareholders that OBT, BVL, St. Cloud and Seminole be merged into Monroe Properties.

THEREFORE, for the reasons set forth above, and in consideration of the mutual covenants and promises of the parties, Monroe Properties and OBT, BVL, St. Cloud and Seminole agree that OBT, BVL, St. Cloud and Seminole shall be merged into Monroe Properties; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of OBT, BVL, St. Cloud and Seminole into units of Monroe Properties, as set forth below.

I. Monroe Properties of Tallahassee, LLC, to be surviving limited liability company.

OBT, BVL, St. Cloud and Seminole shall be merged into Monroe Properties and the corporate existence of OBT, BVL, St. Cloud and Seminole shall cease and the corporate existence of Monroe Properties shall continue under the name Monroe Properties of Tallahassee, LLC, and Monroe Properties shall become the owner, without other transfer, of all rights and property of OBT, BVL, St. Cloud and Seminole and Monroe Properties shall become subject to all the debts and liabilities of OBT, BVL, St. Cloud and Seminole in the same manner as if Monroe Properties had itself incurred them.

II. Principal Office.

The principal office of Monroe Properties shall remain the principal office of the limited liability company following this merger.

III. Objects and Purposes.

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by Monroe Properties following the merger, are as follows: operation of restaurants.

IV. Articles of Organization.

The Articles of Organization of Monroe Properties, as amended, shall on the effective date of the merger be amended to read as follows: "Business operations of OBT Burger, Inc., BVL Burger, Inc., St. Cloud Burger, Inc., and Seminole Burger, Inc. shall be continued under the operations of Monroe Properties, Inc."

V. Operating Agreement.

The present Operating Agreement of Monroe Properties, insofar as not inconsistent with this Merger Agreement, shall be the Operating Agreement of Monroe Properties following the merger until altered, amended, or repealed as currently provided in the Operating Agreement.

VI. Names and Addresses of Members.

The names and addresses of the persons who shall constitute the Managing Members of Monroe Properties, following merger, and who shall hold membership until the first annual meeting of the members of Monroe Properties following merger, are as follows:

Andrew Gutierrez, COO
6606 Man O War Trl.
Tallahassee, FL 32309

Wazirali Kaisani, CFO
1526 Astoria Drive
Allen, TX 75013

Pervez Kaisani, President
1516 Astoria Drive
Allen, TX 75013

Iqbal Kaisani
670 Clemson Lane
Lawrenceville, GA 30043

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SECRETARY OF STATE
TALLAHASSEE, FL 32309

VII. Plan of Merger
Method of Converting Shares.

Immediately upon this Merger Agreement becoming effective, the shares of the OBT, BVL, St. Cloud and Seminole shall, without any other action on the part of the respective holders of the shares, become and be converted into units of Monroe Properties, as follows: each share of OBT, BVL, St. Cloud and Seminole shall be converted into equal units of Monroe Properties.

VIII. Extraordinary Transactions.

Neither Seminole Properties, or OBT, BVL, St. Cloud and Seminole shall, prior to the effective date of the Merger Agreement, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Merger Agreement.

IX. Submission to Members and Stockholders: Effective Date.

This Agreement shall be submitted to the members of Monroe Properties and the stockholders of OBT, BVL, St. Cloud and Seminole as directed by Florida statute and if the votes of members and stockholders of each such corporation representing 51% of the total number of units or shares of its units or capital stock shall be in favor of the adoption of this Merger Agreement, it shall, subject to the provisions of Section XI of this Merger Agreement, take effect as the Merger Agreement of Monroe Properties and OBT, BVL, St. Cloud and Seminole on the date on which it is filed in the office of the Secretary of State of Florida, together with evidence of its adoption as required by law.

X. Abandonment of Merger.

Anything to the contrary in this Merger Agreement notwithstanding, if the Managing Members of Monroe Properties, or the Board of Directors of OBT, BVL, St. Cloud and Seminole should determine, either before or after the meeting of the members and stockholders of the respective corporation called to vote on the adoption or rejection of this Merger Agreement, that for any legal, financial, economic, or business reason deemed sufficient by such Members or Board that it is not in the interest of the corporation it represents, or the members or

stockholders of such corporation, or is otherwise inadvisable or impracticable to consummate the merger, such Managing Members and Board of Directors may abandon the Merger Agreement by directing the officers of the corporations to refrain from executing or filing this Merger Agreement, and this Merger Agreement shall then be void and of no effect.

The Managing Members, or a majority of them, of Monroe Properties, and the Directors, or a majority of them, of OBT, BVL, St. Cloud and Seminole have executed this Merger Agreement under their respective corporate seals at the law office of Robert C. Bruner, Esq., 215 Delta Court, Tallahassee, FL 32303 the day and year first above written.

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ITS: Managing Member

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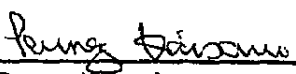
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