

FROM: H K LLP

FAX No: 407-2585800

12-28-07 09:54 AM P100

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Florida Department of State
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MERGER OR SHARE EXCHANGE

GMR Restaurants of Pennsylvania, Inc.

Certificate of Status	0
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\$60.00

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T. CLINE

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EXAMINER

CERTIFICATE OF MERGER BETWEEN
DC-SB PROPERTIES, LLC
AND
GMR RESTAURANTS OF PENNSYLVANIA, INC.

The following Certificate of Merger is submitted to merge the following Florida limited liability company in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of the merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DC-SB Properties, LLC	Florida	Limited Liability Company

607-126097
SECOND: The exact name, form/entity type, and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
GMR Restaurants of Pennsylvania, Inc.	Pennsylvania	Corporation

THIRD: The attached Plan of Merger was approved by the domestic limited liability company that is a party to the merger in accordance with Chapter 608 of the 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: The merger shall become effective as of the date of filing.

SIXTH: The surviving corporation's principal office address in its home state, country or jurisdiction is as follows:

GMR Restaurants of Pennsylvania, Inc.
c/o Corporate Creations Network Inc.
915 State Street
Erie, Pennsylvania 16501

SEVENTH: The surviving corporation 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.

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EIGHTH:

a. The surviving corporation is an out-of-state entity not qualified to transact business in this state, and the following street and mailing address may be used by the Florida Department of State for the purposes of s. 48.181, F.S.:

5900 Lake Ellenor Drive
Orlando, Florida 32809

b. The surviving corporation hereby 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.

IN WITNESS WHEREOF, the undersigned have executed this document this 27th day of December, 2007.

DC-SB PROPERTIES, LLC

By: Darden Concepts, Inc., a Florida corporation,
its Managing Member

By: _____

Name: _____

Title: _____

GMR RESTAURANTS OF
PENNSYLVANIA, INC.

By: W.R. White, III

Name: William R. White, III

Title: Senior Vice President and Treasurer

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TALLAHASSEE, FLORIDA

FILED

EIGHTH:

a. The surviving corporation is an out-of-state entity not qualified to transact business in this state, and the following street and mailing address may be used by the Florida Department of State for the purposes of s. 48.181, F.S.:

5900 Lake Ellenor Drive
Orlando, Florida 32809

b. The surviving corporation hereby 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.

IN WITNESS WHEREOF, the undersigned have executed this document this 27th day of December, 2007.

DC-SB PROPERTIES, LLC

GMR RESTAURANTS OF
PENNSYLVANIA, INC.

By: Darden Concepts, Inc., a Florida corporation,
its Managing Member

By: [Signature]

By: _____

Name: HORACE G. DAWSON, III

Name: _____

Title: Secretary

Title: _____

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TALLAHASSEE, FLORIDA

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FROM: H K LLP

FAX NO.: 4074258500

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PLAN OF MERGER

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PLAN OF MERGER

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the laws of the jurisdiction of such party's formation:

FIRST: The exact name, address and jurisdiction of the merging party (referred to hereinafter as the "Merging Party") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
DC-SB Properties, LLC 5900 Lake Ellenor Drive Orlando, FL 32809	Florida	Limited Liability Company

SECOND: The exact name, address and jurisdiction of the surviving party (referred to hereinafter as the "Surviving Party") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
GMR Restaurants of Pennsylvania, Inc. 5900 Lake Ellenor Drive Orlando, FL 32809	Pennsylvania	Corporation

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

The Merging Party shall be merged with and into the Surviving Party which shall be the surviving entity at the effective date of the merger and which shall continue to exist as a corporation under the laws of the State of Pennsylvania. The Surviving Party shall succeed to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Entity shall cease at the effective date of the merger.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of the Merging Party into the interests, shares, obligations or other securities of the Surviving Party are as follows:

The ultimate owner(s) of the Merging Party and the Surviving Party are identical. Accordingly, at the effective date of the merger, by virtue of the merger and without any action on the part of the holder(s) thereof, each membership interest of the Merging Party shall be cancelled automatically. Each share of the Surviving Party outstanding immediately prior to the effective date of the merger will continue to represent the outstanding shares of the Surviving Party until such time as the Articles of Incorporation of the Surviving Party are amended, as contemplated above, to reflect the addition of additional shareholders.

FIFTH: The Articles of Incorporation of the Surviving Party at the effective date of the merger shall be the Articles of Incorporation of the Surviving Party.

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