

L08VV0113046

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

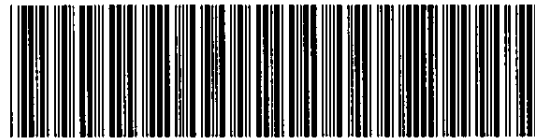
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA
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B. KOHR
DEC 31 2008
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08 DEC 31 PM 2:15
OFFICE OF THE CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Suite 101
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

December 31, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

08 DEC 31 PM 2:15
FILED
TALLAHASSEE, FLORIDA

Re: Order #: 7451763 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

MVP LRS, LLC (FL)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

CERTIFICATE OF MERGER
for
Florida Limited Liability Company
and
Florida Limited Partnership

The following Certificate of Merger is submitted to merge the following Florida limited liability company and Florida limited partnership in accordance with Sections 608.4382 and 620.2108 of the Florida Statutes

FIRST: The merging entities are as follows:

SELMON'S/FLORIDA-I, LIMITED PARTNERSHIP, a Florida limited partnership
Doc # A00000000692

MVP LRS, LLC, a Florida limited liability company
Doc # L08000113046

SECOND: The surviving entity is as follows:

MVP LRS, LLC, a Florida limited liability company
Doc # L08000113046

THIRD: The attached Plan of Merger was approved by each limited liability company and limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 608 and 620 of the Florida Statutes.

FOURTH: The effective date of this merger shall be December 31, 2008.

This Certificate of Merger was executed by the undersigned this 30th day of December 2008.

SELMON'S/FLORIDA-I, LIMITED PARTNERSHIP
a Florida limited partnership

By: OS SOUTHERN, LLC
a Florida limited liability company
its sole general partner

By: OSI Restaurant Partners, LLC
a Delaware limited liability company
its sole Managing Member

By: [Signature]
Print Name: William Allen, III
Title: Chief Executive Officer

MVP LRS, LLC
a Florida limited liability company

By: [Signature]
Print Name: Mark Resdor
Title: CFO

FILED
08 DEC 31 PM 2:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PLAN OF MERGER
for
SELMON'S/FLORIDA-I, LIMITED PARTNERSHIP
and
MVP LRS, LLC

This Plan of Merger is entered into by the undersigned in accordance with Chapters 608 and 620 of the Florida Statutes

FIRST: The merging entities are as follows:

SELMON'S/FLORIDA-I, LIMITED PARTNERSHIP, a Florida limited partnership
Doc # A00000000692

MVP LRS, LLC, a Florida limited liability company
Doc # L08000113046

SECOND: The surviving entity is as follows:

MVP LRS, LLC, a Florida limited liability company
Doc # L08000113046

THIRD: The effective date of the merger shall be December 31, 2008 (the "Effective Date").

FOURTH: The manner of converting the interests of partners in the merging entity into interests in the surviving entity or into cash is as follows:

A. On the Effective Date the holders of all outstanding general partnership interests in the merging entity, shall, by virtue of the merger and without any action on their part be converted into the right to receive cash in an amount calculated pursuant to the provisions of the Agreement of Merger by and between the merging entity and the surviving entity on December 28, 2008 (the "Agreement").

B. On the Effective Date the holders of all outstanding limited partnership interests in the merging entity, shall, by virtue of the merger and without any action on their part be converted into the right to receive membership interests in MVP solely with respect to the Lee Roy Selmon's® restaurant known as #8001 Stadium.

This Plan of Merger was executed by the undersigned this 30th day of December 2008.

SELMON'S/FLORIDA-I, LIMITED
PARTNERSHIP
a Florida limited partnership

By: OS SOUTHERN, LLC
a Florida limited liability company
its sole general partner

MVP LRS, LLC
a Florida limited liability company

By: [Signature]
Print Name: Mike Reader
Title: CEO

By: OSI Restaurant Partners, LLC
a Delaware limited liability
company
its sole Managing Member

By: [Signature]
Print Name: A. William Allen III
Title: Chief Executive Officer