

Division of Corporations

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**LO9000049541**

**Florida Department of State  
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**MERGER OR SHARE EXCHANGE**

**Efron Restaurant Group, L.L.C.**

Certificate of Status	0
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**CERTIFICATE OF MERGER**

Pursuant to the provisions of Sections 607.1108 and 608.438 of the Florida Statutes, the undersigned organizations adopt the following Certificate of Merger:

1. In the manner prescribed by Florida Statutes, the following Plan of Merger was approved by all of the Members of Efron Restaurant Group, L.L.C., a Florida limited liability company, whose address is 1986 San Marco Boulevard, Jacksonville, Florida 32207, whose Florida document/registration number is L09000049541, whose FEI number is 27-0218950 (hereinafter referred to as the "Surviving LLC") and by all of the shareholders and directors of Efron Group, Inc., a Florida corporation f/k/a Efron Restaurant Group, Inc., whose address is 1986 San Marco Boulevard, Jacksonville, Florida 32207, whose Florida document/registration number is P09000020027 (hereinafter referred to as the "Absorbed Corporation").

**PLAN OF MERGER**

Section One. Merger. The Absorbed Corporation shall merge with and into the Surviving LLC.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving LLC shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving LLC shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation then owing as of such date with respect to the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the shares of the Absorbed Corporation into Membership Units of the Surviving LLC is as follows:

Each share of the Absorbed Corporation held on the effective date of the merger shall be converted into one (1) Membership Unit of the Surviving LLC, which Membership Units of the Surviving LLC shall thereupon be issued and outstanding.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving LLC shall continue to be its Articles of Organization following the effective date of the merger.

Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving LLC shall continue to be its Operating Agreement following the effective date of the merger, except that the Operating Agreement shall be amended to reflect the additional

090172.08 Art. of Merger

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Membership Units issued in the Surviving LLC converted from shares of the Absorbed Corporation.

**Section Six. Managing Members.** The Managing Members of the Surviving LLC on the effective date of the merger shall continue as the Managing Members of the Surviving LLC.

**Section Seven. Approval by Members, Managing Members, Shareholders and Directors.** This Plan of Merger has been approved contemporaneously with the execution hereof by the Members and the Managing Members of the Surviving LLC and by the shareholders and directors of the Absorbed Corporation.

**Section Eight. Effective Date of Merger.** The effective date of this merger shall be at such time and date as the Certificate of Merger shall be filed with the Secretary of the State of Florida.

2. The exact name, street address of its principal office, and jurisdiction of the Surviving LLC are as following:

NAME: Efron Restaurant Group, L.L.C. JURISDICTION: State of Florida  
ADDRESS: 1986 San Marco Boulevard  
Jacksonville, Florida 32207

FLORIDA DOCUMENT/REGISTRATION NUMBER: L09000049541

FEI NUMBER: 27-0218950

3. The Plan of Merger meets the requirements of the Florida Statutes, and was approved contemporaneously with the execution hereof by the Members and the Managing Members of the Surviving LLC and by the shareholders and directors of the Absorbed Corporation in accordance with Chapters 607 and 608 of the Florida Statutes.

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The undersigned Efron Restaurant Group, L.L.C. and Efron Group, Inc. have caused this Certificate of Merger of Efron Restaurant Group, L.L.C. and Efron Group, Inc. into Efron Restaurant Group, L.L.C., to be duly executed this 29th day of May, 2009.

Efron Restaurant Group, L.L.C.,  
a Florida limited liability company

By: [Signature]  
Sam Efron, Member and Managing Member

By: [Signature]  
Kiley Efron, Member and Managing Member

x By: [Signature]  
Barry Efron, Member

x By: [Signature]  
Wendy Efron, Member

"SURVIVING LLC"

Efron Group, Inc.  
a Florida corporation

x By: [Signature]  
Barry Efron, Director and Shareholder

y By: [Signature]  
Wendy Efron, Director and Shareholder

By: [Signature]  
Sam Efron, Director and Shareholder

By: [Signature]  
Kiley Efron, Director and Shareholder

"ABSORBED CORPORATION"

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