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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

ROYAL SWAZI - VAL'S RESTAURANT, LLC

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ARTICLES OF MERGER / CERTIFICATE OF MERGER
OF
VAL'S OF SARASOTA, INC., a Florida corporation,
into/with
ROYAL SWAZI - VAL'S RESTAURANT, LLC, a Florida limited liability company

ARTICLES OF MERGER / CERTIFICATE OF MERGER between Val's of Sarasota, Inc., a Florida corporation ("VSI") (Document No. P94000029668) and Royal Swazi - Val's Restaurant, LLC, a Florida limited liability company ("RSVR") (Document No. L09000062169).

Under §607.1109 of the Florida Business Corporation Act and §608.4382 of the Florida Limited Liability Company Act, VSI and RSVR adopt the following Articles of Merger / Certificate of Merger (the "Merger").

1. The plan of merger (the "Plan of Merger") is attached as Exhibit and incorporated by reference as if fully set forth.
2. The Merger and Plan of Merger, between VSI and RSVR were approved and adopted by VSI and the shareholders of VSI on June 29th, 2009 in accordance with the applicable provisions of the Florida Business Corporation Act and were adopted by RSVR on June 29th, 2009 in accordance with the applicable provisions of the Florida Limited Liability Company Act.
3. Under §608.4382(1)(f) of the Florida Limited Liability Company Act and §607.1109(1)(f) of the Florida Business Corporation Act, the effective date and time of the Merger and Plan of Merger shall be on the filing of these Articles of Merger/Certificate of Merger with the Secretary of State of the State of Florida.
4. Under the Plan of Merger, all issued and outstanding stock of VSI will be acquired by means of a merger of VSI into RSVR with RSVR being the surviving entity.

PREPARED BY:
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IN WITNESS WHEREOF, the parties have set their hands hereto as of the 30th day of June, 2009.

VAL'S OF SARASOTA, INC., Florida corporation

By: *Laurence Parry*

Laurence Parry, as its President

ROYAL SWAZI - VAL'S RESTAURANT, LLC, a
Florida limited liability company

By: *Laurence Parry*

Laurence Parry, as its President

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PREPARED BY:

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EXHIBIT A
PLAN OF MERGER

This merger (the "Merger") is between Royal Swazi - Val's Restaurant, LLC, a Florida limited liability company (the "Surviving Entity") and Val's of Sarasota, Inc., a Florida corporation, (the "Disappearing Entity") (collectively the "Constituent Entities"). This Merger is being effected under this Plan of Merger (the "Plan") in accordance with §607.1108 *et seq.* of the Florida Business Corporation Act and §608.438 *et seq.* of the Florida Limited Liability Company Act.

1. Articles of Incorporation. The Articles of Organization of Surviving Entity, as previously amended and in effect immediately before the effective date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Entity from and after the Effective Date until further amended as permitted by law.
2. No Distribution to Shareholders and Members of the Constituent Entities. On the Effective Date, considering that Surviving Entity and Disappearing Entity have identical ownership, Disappearing Entity's membership interests held by Surviving Entity shall without more be dissolved in accordance with this Plan, as there will be no change in the beneficial ownership of the underlying assets owned by the Disappearing Entity. Each of Surviving Entity's Membership Units (whether Managing or Limited) that is issued and outstanding on the Effective Date shall continue as outstanding Membership Units (whether Managing or Limited) of Surviving Entity.
3. Effect on Merger. On the Effective Date, the separate existence of Disappearing Entity shall cease, and Surviving Entity shall be fully vested in Disappearing Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1101 of the Florida Business Corporation Act and §608.4383 of the Florida Limited Liability Company Act.
4. Supplemental Action. If at any time after the Effective Date, Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Entity or Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.
5. Filing with the Florida Secretary of State and Effective Date. Upon the adoption of this Plan, Disappearing Entity and Surviving Entity shall cause their respective authorized officers to execute Articles of Merger / Certificate of Merger in the

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form attached to this Agreement and, on such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger / Certificate of Merger as if fully set forth in such Articles of Merger / Certificate of Merger and shall become an exhibit to such Articles of Merger / Certificate of Merger. Thereafter such Articles of Merger / Certificate of Merger shall be delivered for filing by Surviving Entity to the Florida Secretary of State. In accordance with §607.1109(1)(f) of the Florida Business Corporation Act and §608.4382(1)(f) of the Florida Limited Liability Company Act, the Articles of Merger / Certificate of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger / Certificate of Merger.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders or members of which are, entitled to the benefit thereof by action taken by the Board of Directors or Managing Member of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders or members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act, respectively.

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