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TALLAHASSEE, FLORIDA

D. BRUCE

JAN 21 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FUDPUCKER'S OF FT. WALTON BEACH, 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:

Kramer A. Litvak

Contact Person

Litvak Beasley & Wilson, LLP

Firm/Company

226 E. Government Street

Address

Pensacola, Florida 32502

City, State and Zip Code

tim@fudpucker.com

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Tim Edwards

Name of Contact Person

at (850) 654-1544 ext. 11

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

LITVAK BEASLEY & WILSON, LLP

ATTORNEYS AT LAW

KRAMER A. LITVAK *†
ROBERT O. BEASLEY
PAUL A. WILSON†

226 East Government Street
Post Office Box 13503
Pensacola, Florida 32591-3503
TELEPHONE (850) 432-9818
FACSIMILE (850) 438-6654

CHRIS K. RITCHIE
PENNY HENDRIX

†ALSO ADMITTED IN ALABAMA
‡LL.M. IN TAXATION
*BOARD CERTIFIED TAX ATTORNEY

January 13, 2010

Division of Corporations
Attn: Deborah Bruce
2661 W. Executive Center Circle
Clifton Building
Tallahassee, FL 32301

RE: Articles of Merger for Fudpucker's of Ft. Walton Beach, LLC and Fudpucker's of Ft. Walton Beach, Inc.

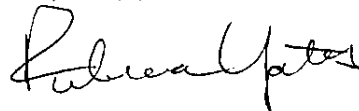
Dear Ms. Bruce:

In regards to the above named matter, and per your letter dated December 31, 2009, please find enclosed the Articles of Merger and Agreement and Plan of Merger for Fudpucker's of Ft. Walton Beach, LLC and Fudpucker's of Ft. Walton Beach, Inc. Please make sure the filing date is retroactive to December 31, 2009.

Fudpucker's of Ft. Walton Beach, LLC will also be using Fudpucker's of Ft. Walton Beach, Inc.'s old EIN #59-2318359. Please make sure that this EIN number is shown on the Division of Corporation's website.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



Rebecca C. Yates
Paralegal to Kramer A. Litvak

/rcy
Enclosures

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2009

KRAMER A. LITVAK
LITVAK BEASLEY & WILSON, LLP
226 E. GOVERNMENT STREET
PENSACOLA, FL 32502

SUBJECT: FUDPUCKER'S OF FT. WALTON BEACH, LLC
Ref. Number: L09000120996

We have received your document for FUDPUCKER'S OF FT. WALTON BEACH, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 809A00039666

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

between

**FUDPUCKER'S OF FT. WALTON BEACH, LLC,
a Florida Limited Liability Company**

and

**FUDPUCKER'S OF FT. WALTON BEACH, INC.,
a Florida Corporation**

Pursuant to the provisions of Sections 607.1105 and 608.4382, Florida Statutes, the undersigned corporation and the undersigned limited liability company adopt the following Articles of Merger for the purpose of merging FUDPUCKER'S OF FT. WALTON BEACH, LLC, a Florida corporation (sometimes referred to as the "Surviving LLC"), and FUDPUCKER'S OF FT. WALTON BEACH, INC., a Florida corporation (sometimes referred to as the "Absorbed Corporation"):

ARTICLE I

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FUDPUCKER'S OF FT. WALTON BEACH, INC. 20001-A Emerald Coast Parkway Destin, Florida 32541 Florida Document/Registration Number: G48265 FEI Number: 59-2318359	Florida	Corporation

ARTICLE II

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FUDPUCKER'S OF FT. WALTON BEACH, LLC 20001-A Emerald Coast Parkway Destin, Florida 32541 Florida Document/Registration Number: L09000120996 FEI Number: 59-2318359	Florida	Limited Liability Company

ARTICLE III

The attached Agreement and Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

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ARTICLE IV

The attached Agreement and Plan of Merger was adopted by the directors and the shareholders of each domestic corporation and by the managers and members of each domestic limited liability company that is a party to the merger on the 20th day of December, 2009.

ARTICLE V

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations, operating agreement, or articles of organization of any limited liability company that is a party to the merger.

ARTICLE VI

The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE VII

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EXECUTED this 20th day of December, 2009.

FUDPUCKER'S OF FT. WALTON BEACH, LLC

By: 
Its: Manager

FUDPUCKER'S OF FT. WALTON BEACH, INC

By: 
Its: President

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated the 20th day of December, 2009, between FUDPUCKER'S OF FT. WALTON BEACH, LLC, a Florida limited liability company, hereinafter referred to as the "Surviving LLC," and FUDPUCKER'S OF FT. WALTON BEACH, INC., a Florida corporation, hereinafter referred to as the "Absorbed Corporation."

WHEREAS, Surviving LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 20001-A Emerald Coast Parkway, Destin, FL 32541; and

WHEREAS, Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 20001-A Emerald Coast Parkway, Destin, Florida, 32541; and

WHEREAS, Absorbed Corporation has a capitalization of One Thousand (1,000) authorized shares of common stock of which One Thousand (1,000) shares are issued and outstanding; and

WHEREAS, the managers and members of the undersigned limited liability company deems it desirable and in the best business interest of the organization and its members that the Absorbed Corporation be merged into Surviving LLC pursuant to the provisions of Section 608.438, et seq., of the Florida Limited Liability Company Act and Sections 607.1101 et seq., of the Florida Business Corporation Act;

WHEREAS, the boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that the Absorbed Corporation be merged into Surviving LLC pursuant to the provisions of Sections 607.1101 et seq., of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Absorbed Corporation.** The exact name and jurisdiction of the merging party are as follows:

Name

FUDPUCKER'S OF FT. WALTON BEACH, INC.

Jurisdiction

Florida

2. **Surviving LLC.** The exact name and jurisdiction of the surviving party are as follows:

Name

FUDPUCKER'S OF FT. WALTON BEACH, LLC

Jurisdiction

Florida

3. **Terms and Conditions.** On the effective date of the merger, the separate existence of

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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 then be responsible and liable for all liabilities and obligations of 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.

4. **Conversion of Shares of Absorbed Corporation.** The manner and basis of converting the shares of the Absorbed Corporation into shares, rights, obligations, and other securities of the Surviving LLC is as follows:

(i) Each share of the \$1.00 common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one (1) Membership Interest percentage of the Surviving LLC which Membership Interest shall then be issued and outstanding.

(ii) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving LLC or its duly appointed agent, in the manner that the Surviving LLC shall legally require. On receipt of the share certificates, the Surviving LLC shall issue Membership Interests in the manner that the Surviving LLC shall require.

(iii) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to distributions payable on Membership Interests of the Surviving LLC until said Membership Interest have been issued. Then, each such Member shall be entitled to receive any distributions to Members of the Surviving LLC issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those Members of the Membership Interest in the Surviving LLC.

5. **Managers.** The names and addresses of the managers of the Surviving LLC on the effective date of the merger shall are:

Chester G. Kroeger 606 Lagoon Drive Destin, FL 32541	Timothy M. Edwards 500 Walton Way Miramar Beach, FL 32550
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6. **Approval by Managers and Members.** This Agreement and Plan of Merger shall be submitted for the approval of the managers and members of the undersigned limited liability company in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 20th, 2009, or at such other time as to which the managers of the company may agree.

7. **Approval by Shareholders.** This Agreement and Plan of Merger shall be submitted for the approval of the shareholders of the Absorbed Corporation in the manner provided by the

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applicable laws of the State of Florida at meetings to be held on or before December 20th, 2009, or at such other time as to which the boards of directors of the corporation may agree.

8. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

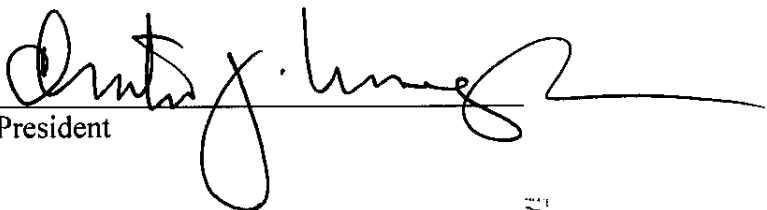
9. Execution of Agreement. This Agreement and Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers pursuant to the authorization of their respective boards of directors and managers on the date first above written.

FUDPUCKER'S OF FT. WALTON BEACH, LLC

By: 
Its: Manager

FUDPUCKER'S OF FT. WALTON BEACH, INC.

By: 
Its: President

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