

**L1000005885348**

Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850) 617-6380

**From:**

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I200000000195  
Phone : (850) 521-1000  
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TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
SH FRANCHISING, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$50.00

**C. LEWIS**

MAR 18 2010

**EXAMINER**

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TALLAHASSEE, FLORIDA

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SH Franchising, LLC	Maryland	LLC
SH Franchising, LLC	Florida	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SH Franchising, LLC	Florida	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, 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:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Not Applicable - Date of Filing

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Not Applicable

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor 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.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Not Applicable

Mailing address: Not Applicable

b.) 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.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SH Franchising, LLC (MD)	<i>Peter J. Ross</i>	Peter J. Ross
SH Franchising, LLC (FL)	<i>Peter J. Ross</i>	Peter J. Ross

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:**

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

**Certified Copy (optional):** \$30.00

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## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SH Franchising, LLC	Maryland	LLC
SH Franchising, LLC	Florida	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SH Franchising, LLC	Florida	LLC

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

SH Franchising, LLC (MD) and SH Franchising, LLC (FL) agree that SH  
Franchising, LLC (MD) shall merge into SH Franchising, LLC (FL), which shall  
be the surviving entity.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The manner and basis of converting or exchanging the outstanding  
membership interests from SH Franchising, LLC (Maryland) into SH Franchising,  
LLC (Florida) will be on a 1:1 basis so that following the merger the membership  
interest of SH Franchising, LLC (Florida) shall be as follows:

Anthony J. Bonacuse – 50% and Peter J. Ross – 50%.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Not Applicable

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The terms and conditions of this merger were advised, authorized, and approved by each limited liability company, SH Franchising, LLC (MD) and SH Franchising, LLC (FL) in the manner and by the vote required by its articles of organization and the laws of the state of its formation. The terms and conditions of this merger set forth herein was approved by unanimous consent of each limited liability companies members.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

There shall be no amendment to the articles of organization of SH Franchising, LLC (Florida) to be effected as part of the merger.

*(Attach additional sheet if necessary)*