

407-813-4444

2/15/2012 4:48

PAGE 002/006

Fax Server

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000041649 3)))



H120000416493ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

GAIL S ANDRE

Account Name : LOWMEYER, BROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED CERTIFICATE OF MERGER AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address:

MERGER OR SHARE EXCHANGE
TWISTEE TREAT USA, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$58.75

RECEIVED

12 FEB 15 AM 8:25

TALLAHASSEE, FLORIDA

12 FEB 16 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Electronic Filing Menu

Corporate Filing Menu

G. MCLEOD

FEB 17 2012

EXAMINER

21203041045 3

CERTIFICATE OF MERGER

BY AND BETWEEN

TWISTEE CONES, LLC, a Florida limited liability company

WITH AND INTO

TWISTEE TREAT USA, LLC, a Florida limited liability company

The following Certificate of Merger is submitted to merge TWISTEE CONES, LLC, a Florida limited liability company into TWISTEE TREAT USA, LLC, a Florida limited liability company, in accordance with Section 608.4382, Florida Statutes.

1. The name and state of formation of each of the constituent entities participating in the merger areas follows:

- A. TWISTEE CONES, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Merging Entity"); and
- B. TWISTEE TREAT USA, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Surviving Entity").

2. Attached hereto as Exhibit "A" is the Plan of Merger, dated as of February 10, 2012 (the "Plan of Merger"), which has been approved by the Merging Entity and the Surviving Entity in accordance with the provisions of Chapter 608, Florida Statutes and Chapter 18 of the Delaware Limited Liability Company Act.

3. The principal office address of the Surviving Entity under the laws of the State of Florida is c/o Randall R. Hodge, 5555 S. Kirkman Road, Ste. 201, Orlando, Florida 32819. The street and mailing address of the Surviving Entity in the State of Florida is 5555 S. Kirkman Road, Orlando, Florida 32819.

4. The Surviving Entity has agreed to pay any members with appraisal rights the amount to which such members are entitled under Sections 608-4351 through 608.43595.

5. The Merger shall become effective on the 15th day of February, 2012.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


12 FEB 16 PM 12:07

FILED

H12000041649 3

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be signed by their duly authorized representatives as of the 10 day of February, 2012.

TWISTEE CONES LLC, a Florida limited liability company

By: 
Name: Rashid A. Khatib
Its: Manager

TWISTEE TREAT USA, LLC, a Florida limited liability company

By: 
Name: Randall R. Hodge
Its: Vice-president

R12000041649 3

SCHEDULE 1
PLAN OF MERGER
OF
TWISTEE CONES, LLC, a Florida limited liability company
WITH AND INTO
TWISTEE TREAT USA, LLC, a Florida limited liability company

(1) Upon the filing of a Certificate of Merger with the Florida Department of State, Twistee Cones, LLC, a Florida limited liability company ("Twistee Cones"), shall be merged with and into Twistee Treat USA, LLC, a Florida limited liability company ("Twistee Cones"). Twistee Cones is hereinafter sometimes referred to as the "Surviving Entity" and the merger that is the subject of this Plan of Merger is hereinafter referred to as the "Merger." Twistee Cones and Twistee Treat USA are sometimes referred to hereinafter each as a "Party" and together as the "Parties."

(2) The terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all of the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the Parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each Party shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either Party shall not revert or be in any way impaired by reason of such Merger, and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each Party, and any claim existing or action or proceeding by or against either Party may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either Party shall be impaired by the Merger.

(b) The Certificate of Formation of Twistee Treat USA, as in effect at the Effective Time (as such term is defined below), shall be the Certificate of Formation of the Surviving Entity until thereafter amended as provided by law.

(c) The Limited Liability Company Agreement of Twistee Treat USA, as in effect at the Effective Time, shall be the Limited Liability Company Agreement of the Surviving Entity until thereafter amended as provided by law.

(d) The Manager of Twistee Treat USA as of the Effective Time shall be the Manager of the Surviving Entity until its removal, resignation or replacement.

(3) The Merger shall become effective upon the date and time of the filing of a Certificate of Merger with the Florida Department of State (the "Effective Time").

(4) Neither the ownership interests in Twistee Cones nor the ownership interests in Twistee Treat USA are represented by "certificates." At the Effective Time, the membership

H12000041649 3

interests of the member of Twistee Cones will be converted into membership interests of the Surviving Entity. As a result thereof, the members of Twistee Treat USA will increase the capital account balance (with respect to Twistee Treat USA) of the member of Twistee Cones based on the value of the membership interest of Twistee Cones held by such member immediately prior to the Effective Time and, thereupon, such member's membership interests of Twistee Cones will be deemed to have been cancelled. As of the Effective Time, the membership interests of Twistee Treat USA will be identical to the membership interest of Twistee Treat USA immediately prior to the Effective Time.