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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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Email Address: ahoward@milamhoward.com

MERGER OR SHARE EXCHANGE  
1019 Hendricks Avenue, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$60.00

merger  
FEB 03 2014  
R. WHITE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 JAN 31 AM 11:43  
FILED



January 30, 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

1019 HENDRICKS AVENUE, LLC  
14 EAST BAY STREET  
JACKSONVILLE, FL 32202

SUBJECT: 1019 HENDRICKS AVENUE, LLC  
REF: L13000171402

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filings its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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) 245-6050.

Rebekah White  
Regulatory Specialist II

FAX Aud. #: H14000023194  
Letter Number: 114A00002086

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
BISTRO BISCOTTIS, INC.  
INTO  
1019 HENDRICKS AVENUE, LLC**

Pursuant to the provisions of Chapters 605 and 607, *Florida Statutes*, the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one entity:

1. **Bistro Biscottis, Inc.**, a Florida corporation (the "Merging Corporation"), shall be merged with and into **1019 Hendricks Avenue, LLC**, a Florida limited liability company (the "Surviving Company"), which shall be the surviving company in the merger.

2. The merger shall become effective on the date of filing of these Articles with the Florida Secretary of State (the "Effective Date").

3. The Articles of Organization and Operating Agreement of the Surviving Company as in effect immediately prior to the Effective Date shall continue in full force and effect and shall be the Articles of Organization and Operating Agreement of the Surviving Company.

4. The Agreement and Plan of Merger, a copy of which is attached hereto and made a part hereof, was adopted and approved by the directors of the Merging Company on January 29, 2014 and by the manager of the Surviving Company on January 29, 2014.

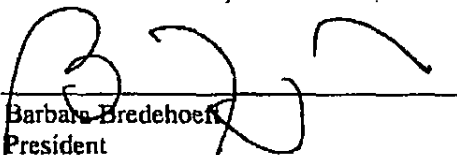
5. The Agreement and Plan of Merger was adopted and approved by the sole shareholder of the Merging Company and the sole member of the Surviving Company on January 29, 2014.

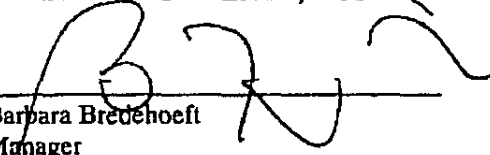
6. The name of the Surviving Company after the Merger shall remain and be **1019 Hendricks Avenue, LLC**.

IN WITNESS WHEREOF, the Surviving Company and the Merging Company have caused these Articles of Merger to be executed by their respective officers as of January 29, 2014.

**BISTRO BISCOTTIS, INC.**

**1019 HENDRICKS AVENUE, LLC**

By:   
Barbara Bredehoeft  
President

By:   
Barbara Bredehoeft  
Manager

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**AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER, is dated as of January 29, 2014, pursuant to Sections 607.1108 and 605.1021, Florida Statutes, between Bistro Biscottis, Inc., a Florida corporation having its principal place of business at 1019 Hendricks Avenue, Jacksonville, Florida 32207 (the "Company"), and 1019 Hendricks Avenue, LLC, a Florida limited liability company having its principal place of business at 1019 Hendricks Avenue, Jacksonville, Florida 32207 (the "Surviving Company").

**Recitals:**

WHEREAS, the Company is a corporation duly organized and existing under the laws of the State of Florida and is authorized to issue 7,500 shares of Voting Common Stock and 22,500 shares of Non-Voting Common Stock, each having a par value of \$1.00 per share, of which 75 voting common shares are issued and outstanding as of the date hereof;

WHEREAS, the Surviving Company is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Board of Directors and sole shareholder of the Company and the manager and sole member of the Surviving Company approved this Agreement and Plan of Merger.

NOW THEREFORE, in consideration of the foregoing premises and the undertakings herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. **Merger.** Effective as of the date of filing of the Articles of Merger with the Florida Secretary of State ("Merger Date"), the Company shall be merged with and into the Surviving Company pursuant to Sections 607.1108 and 605.1021, Florida Statutes. The Surviving Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida. The separate corporate existence of the Company shall cease forthwith upon the Merger Date. The merger of the Company into the Surviving Company shall herein be referred to as the "Merger."

2. **Effective Date.** The Merger shall be effective on the Merger Date.

3. **Common Stock of the Company.** On the Merger Date, by virtue of the Merger and without any action on the part of the holders thereof, each share of Common Stock of the Company issued and outstanding immediately prior thereto shall be cancelled and, upon surrender of the certificate therefor the holder thereof shall be entitled to a pro rata issuance of membership interests of the Surviving Company.

4. **Membership Interests of the Surviving Company.** On the Merger Date, by virtue of the Merger and without any action on the part of the holder thereof, all membership interests of the Surviving Company issued and outstanding immediately prior thereto shall be

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cancelled. Certificates evidencing new membership interests of the Surviving Company shall be issued in accordance with Section 3 hereof.

5. **Stock Certificates.** On and after the Merger Date, all of the outstanding certificates which prior to that time represented shares of the Common Stock of the Company and membership interests of the Surviving Company shall be deemed for all purposes cancelled. The registered owner on the books and records of the Company of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Company or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the interests of the Surviving Company evidenced by such outstanding certificate as above provided.

6. **Succession.** On the Merger Date, the Surviving Company shall succeed to all of the rights, privileges, debts, liabilities, powers and property of the Company. Without limiting the foregoing, upon the Effective Date, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Company shall be transferred to, vested in and devolved upon the Surviving Company without further act or deed and all property, rights, and every other interest of the Company and the Surviving Company shall be as effectively the property of the Surviving Company as they were of the Company and the Surviving Company, respectively. All rights of creditors of the Company and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

7. **Certificate of Incorporation and By-Laws.** The Articles of Organization and Operating Agreement of the Surviving Company in effect on the Merger Date shall continue to be the Articles of Organization and Operating Agreement of the Surviving Company until further amended in accordance with the provisions thereof and applicable law.

8. **Directors and Officers.** The manager and the officers of the Surviving Company on the Merger Date shall continue in office until the expiration of their respective terms of office and until their successors have been elected and qualified.

9. **Further Assurances.** From time to time, as and when required by the Surviving Company or by its successors and assigns, there shall be executed and delivered on behalf of the Company such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest or perfect in or to confirm of record or otherwise in the Surviving Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Company, and otherwise to carry out the purposes of this Agreement and Plan of Merger, and the officers and directors of the Company are fully authorized in the name and on behalf of the Company or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

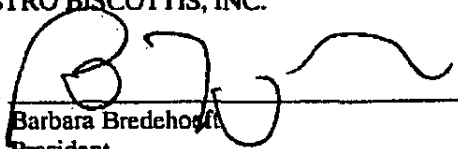
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10. **Governing Law.** This Agreement and Plan of Merger and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed and attested on its behalf by its officers thereunto duly authorized, as of the date first above written.

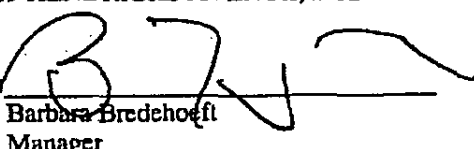
**COMPANY:**

BISTRO BISCOTTIS, INC.

By:   
Barbara Bredehoeft  
President

**SURVIVING COMPANY:**

1019 HENDRICKS AVENUE, LLC

By:   
Barbara Bredehoeft  
Manager