

L64879

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

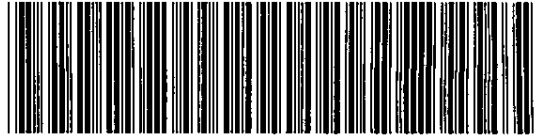
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W. J. ...
2/20

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: All American Diner, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Charles S. Isler, III
(Contact Person)

Isler, Sombathy & Sombathy, P.A.
(Firm/Company)

Post Office Box 430
(Address)

Panama City, Florida 32402
(City/State and Zip Code)

For further information concerning this matter, please call:

Charles S. Isler, III At (850) 769-5532
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ISLER, SOMBATHY & SOMBATHY, P.A.
Attorneys and Counselors at Law
Post Office Box 430
Panama City, Florida 32402-0430

February 12, 2009

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Charles S. Isler, III
Julie Ann Sombathy
Robert S. Sombathy*

*Board Certified
Criminal Trial Lawyer

**Re: Reference Number: V60694
Letter Number 208A00060779
All American Diner- L&M Coffee Shoppes, Inc. and
Waffle Shacks, Inc.**

Downtown Office:

434 Magnolia Avenue
Panama City, FL 32401
Phone (850) 769-5532
Facsimile (850) 785-5852

Beach Office:

2226 Thomas Drive
Panama City Beach, FL 32408
Phone (850) 233-9613
Facsimile (850) 233-0632


Dear Sir or Madam:

Enclosed please the corrected Articles of Merger with respect to the above stated Corporations. Waffle Shacks Inc., was included in the original documents sent to you, however, it is in fact a dissolved corporation. Please file the corrected Articles and return to the following address:

Isler, Sombathy & Sombathy, P.A.
Post Office Box 430
Panama City, Florida 32402

Thank you for your assistance in this matter. Should you have any questions or require further information, please contact me at our downtown office.

Very truly yours,
Signed in the absence of
Attorney to expedite mailing.


Charles S. Isler, III

CSI/mp

Enclosures: As Stated

RECEIVED
2009 FEB 16 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 17, 2008

CHARLES S. ISLER, III, ESQ.
ISLER, SOMBATHY & SOMBATHY, P.A.
P. O. BOX 430
PANAMA CITY, FL 32402

SUBJECT: WAFFLE SHACKS, INC.
Ref. Number: V60694

We have received your document for WAFFLE SHACKS, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2006 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$150.00 filing fee per year for each year the corporation has been dissolved.

Therefore, the total amount due to reinstate the corporation is \$1050.00. Add an additional \$8.75 for each certificate of status requested.

Please note that an additional \$150 must be submitted to cover the fees for the year 2009 if your reinstatement is not returned prior to January 1, 2009.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 208A00060779

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
All American Diner Inc.	Florida	L64879

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/applicable)
L&M Coffee Shoppes, Inc	Florida	K52060

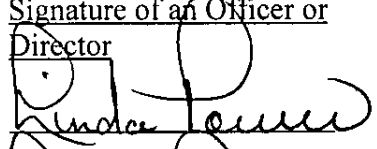

Third: The Plan of Merger is attached.

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

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on the 24th day of Nov 2008.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation(s) on the 24th day of Nov 2008.

Seventh: **SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>All American Diner Inc.</u>		<u>Linda Power President</u>
<u>L&M Coffee Shoppes, Inc.</u>		<u>Linda Power President</u>

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
All American Diner, Inc.	Florida

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
L&M Coffee Shoppes, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

Terms and Conditions. On the effective date of the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges and franchises, and all the property, real, personal, and mixed of the absorbed corporation shall thereafter 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.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other

corporation or, in whole or in part, into cash or other property and the manner and basis or converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

(a) Each share of the common stock of L&M Coffee Shoppes, Inc. issued and outstanding on the effective date of the merger shall be converted in to one share common stock of All American Diner, Inc. which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of common stock on the effective date of the merger.

(b) 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 corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockable of the certificate for his shares in the surviving corporation.

Fifth: *Changes in Articles on Incorporation.* The articles of incorporation of the surviving corporation All American Diner, Inc. shall continue to be its articles of incorporation following the effective date of the merger.

Sixth: *Changes in Bylaws.* The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

Seventh: *Directors and Officers.* The directors and officers of the surviving corporation shall continue to serve as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until there successors have been elected or appointed and qualified or as of the effective date of the merger shall be as follows:

Directors: Linda Power
Ralph Power, Jr.
Charles Arentz

Officers: President: Linda Power
Vice President: Charles Arentz
Vice President: Ralph Power, Jr.
Secretary: Linda Power
Treasurer: Linda Power

Eight: *Execution of Agreement.* This plan of merger may be executed in any number of counterparts, and each such counterpart constitutes an original instrument.

Executed on behalf of the parties by their officers, sealed with corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Attest: Chad [Signature] All American Diner
By: [Signature]
Its: President

Attest: Chad [Signature] L&M Coffee Shoppes, Inc.
By: [Signature]
Its: President