

MO7000002301

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

BK

Office Use Only



500104652145

06/29/07--01002--008 \*\*195.00

RECEIVED  
07 JUN 28 PM 4:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
07 JUN 28 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ast corp

June 28, 2007

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

FILED  
07 JUN 28 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Order #: 6964613 SO  
Customer Reference 1: 10396.251002  
Customer Reference 2: .

Dear Department of State, Florida:

Please obtain the following:

FMS Management Systems, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

Sunshine Restaurant Merger Sub, LLC (DE)  
Obtain Document - Misc - certified copy of merger  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley.Mitchell@wolterskluwer.com

**FILED**  
07 JUN 28 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

07 JUN 29 PM 3:38

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

June 29, 2007

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: SUNSHINE RESTAURANT MERGER SUB, LLC  
Ref. Number: M07000002301

We have received your document for SUNSHINE RESTAURANT MERGER SUB, LLC and your check(s) totaling \$195.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Certificate of Merger must contain a statement that "The Survivor has agreed to pay any members with appraisal rights the amount, to which such members are entitled under ss. 608.4351-608.43595.

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) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 007A00042348

*Attn: Buck  
per discussion!*

at Corp

June 28, 2007

FILED  
07 JUN 28 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 6964613 SO  
Customer Reference 1: 10396.251002  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

FMS Management Systems, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

Sunshine Restaurant Merger Sub, LLC (DE)  
Obtain Document - Misc - certified copy of merger  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley.Mitchell@wolterskluwer.com

**FILED**  
07 JUN 28 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**  
07 JUN 28 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA**  
**ARTICLES OF MERGER**

of

**FMS MANAGEMENT SYSTEMS, INC.,**  
a Florida corporation,

640549

**L.B.V., INC.**  
a Florida corporation,

505659

**HOPALONG, INC.**  
a Florida corporation

J14598

and

**FRICK & FRACK, INC.**  
a Florida corporation,

1488275

with and into

**SUNSHINE RESTAURANT MERGER SUB, LLC**  
a Delaware limited liability company

In accordance with 607.1109 of the Florida Business Corporation Act (the "FBCA"), the undersigned do hereby certify:

1. 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>
(a) FMS Management Systems, Inc.	Florida	corporation
(b) L.B.V., Inc.	Florida	corporation
(c) Hopalong, Inc.	Florida	corporation
(d) Frick & Frack, Inc.	Florida	corporation

2. 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>
Sunshine Restaurant Merger Sub, LLC (the " <u>Surviving Entity</u> ")	Delaware	limited liability company

3. The plan of merger has been approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607 of the FBCA. The plan of merger is attached hereto as **Exhibit A**.
4. The 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.
5. The address of the principal office of the Surviving Entity is 2655 N.E. 189<sup>th</sup> Street, Miami, Florida 33180.
6. The Surviving Entity is deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.
7. The Surviving Entity has agreed to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the FBCA.
8. The merger shall become effective upon the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

**[Signatures commence on the following page.]**



IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as  
of this 28th day of June, 2007.

**FMS MANAGEMENT SYSTEMS, INC.**

By: [Signature]  
Name: BOB LEONARD  
Title: President

**L.B.V., INC.**

By: [Signature]  
Name: Gracie Finkel Freedman  
Title: V.P.

**HOPALONG, INC.**

By: [Signature]  
Name: Gracie Finkel Freedman  
Title: V.P.

**FRICK & FRACK, INC.**

By: [Signature]  
Name: Gracie Finkel Freedman  
Title: V.P.

[Signatures continue on the following page.]

**SUNSHINE RESTAURANT MERGER SUB, LLC**

By: Sunshine Restaurant Partners, LP, a Delaware  
limited partnership, its sole member and manager

By: Sunshine Restaurant Partners GP, LLC, a  
Georgia limited liability company, its  
general partner

By: Sunshine Restaurant Holdings, LLC,  
a Georgia limited liability company,  
its sole member and manager

By:

Name: Karl Queger

Title: Manager

**Exhibit A**

**[See attached Plan of Merger]**

## PLAN OF MERGER

### (Non Subsidiaries)

The following plan of merger is submitted in compliance with 607.1108 of the Florida Business Corporation Act and in accordance with the laws of any other applicable jurisdiction of incorporation.

**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>
(a) FMS Management Systems, Inc. (" <u>FMS</u> ")	Florida	corporation
(b) L.B.V., Inc. (" <u>LBV</u> ")	Florida	corporation
(c) Hopalong, Inc. (" <u>Hopalong</u> ")	Florida	corporation
(d) Frick & Frack, Inc. (" <u>Frick &amp; Frack</u> ")	Florida	corporation

**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>
Sunshine Restaurant Merger Sub, LLC	Delaware	limited liability company

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

Each of FMS, LBV, Hopalong, and Frick & Frack (collectively, the "Targets") will simultaneously be merged with and into Sunshine Restaurant Merger Sub, LLC with Sunshine Restaurant Merger Sub, LLC as the surviving entity (the "Surviving Entity"). All shares of each of FMS, LBV, Hopalong, and Frick & Frack shall be canceled and shall be converted automatically into the right to receive a cash amount.

**FOURTH:** The manner and basis of converting the shares of each of the Targets into cash is as follows:

(a) Each share of FMS common stock, par value \$0.10 per share ("FMS Common Stock"), issued and outstanding immediately prior to the effective time of the merger shall be cancelled and shall by virtue of the merger of FMS with and into the Surviving Entity and without any action on the part of the holder thereof be converted automatically into the right to receive an amount in cash equal to \$117.87579864 per share, without interest, subject to various adjustments agreed to by the merging parties based on the closing balance sheet and/or available

cash, to the holder of such share of FMS Common Stock, upon the surrender of the certificate that formerly evidenced such share of FMS Common Stock.

(b) Each share of LBV common stock, par value \$1.00 per share ("LBV Common Stock"), issued and outstanding immediately prior to the effective time of the merger shall be cancelled and shall by virtue of the merger of LBV with and into the Surviving Entity and without any action on the part of the holder thereof be converted automatically into the right to receive an amount in cash equal to \$3,000 per share, without interest, subject to various adjustments agreed to by the merging parties based on the closing balance sheet and/or available cash, to the holder of such share of LBV Common Stock, upon the surrender of the certificate that formerly evidenced such share of LBV Common Stock.

(c) Each share of Hopalong common stock, par value \$1.00 per share ("Hopalong Common Stock"), issued and outstanding immediately prior to the effective time of the merger shall be cancelled and shall by virtue of the merger of Hopalong with and into the Surviving Entity and without any action on the part of the holder thereof be converted automatically into the right to receive an amount in cash equal to \$30,000 per share, without interest, subject to various adjustments agreed to by the merging parties based on the closing balance sheet and/or available cash, to the holder of such share of Hopalong Common Stock, upon the surrender of the certificate that formerly evidenced such share of Hopalong Common Stock.

(d) Each share of Frick & Frack common stock, par value \$1.00 per share ("Frick & Frack Common Stock," together with FMS Common Stock, LBV Common Stock and Hopalong Common Stock, "Target Common Stock"), issued and outstanding immediately prior to the effective time of the merger shall be cancelled and shall by virtue of the merger of Frick & Frack with and into the Surviving Entity and without any action on the part of the holder thereof be converted automatically into the right to receive an amount in cash equal to \$30,000 per share, without interest, subject to various adjustments agreed to by the merging parties based on the closing balance sheet and/or available cash, to the holder of such share of Frick & Frack Common Stock, upon the surrender of the certificate that formerly evidenced such share of Frick & Frack Common Stock.

(e) Each share of Target Common Stock converted pursuant to Sections (a), (b), (c) and (d) above shall no longer be outstanding and shall automatically be canceled and retired and cease to exist, and each holder of a certificate representing any such shares of Target Common Stock shall cease to have any rights with respect thereto, except the right to receive the applicable consideration calculated in accordance with Sections (a), (b), (c) and (d) above.

(f) Notwithstanding Sections (a), (b), (c) and (d) above, each share of Target Common Stock issued and outstanding immediately prior to the effective time of the merger that is held by the issuing Target (as treasury stock or otherwise) shall automatically be cancelled and extinguished, without any conversion thereof nor payment or distribution made with respect thereto.

(g) Each limited liability company interest in the Surviving Entity issued and outstanding immediately prior to the effective time of the merger shall be unaffected by the merger and shall remain issued and outstanding subsequent thereto.

**FIFTH:** The name and business addresses of the sole manager of the Surviving Entity are as follows:

**Name**

**Business Address**

Sunshine Restaurant Partners, LP

c/o Argonne Capital Group, LLC  
One Buckhead Plaza 3060 Peachtree Road, N.W.  
Suite 1560  
Atlanta, GA 30305-2242

**SIXTH:** The merger shall become effective upon the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.