

M66103

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

WILD CAT BLUE SPORTS VENTURES, INC., a Florida corporation,  
P96000007636

INTO

KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC., a Florida corporation,  
M66103.

File date: March 4, 1997

Corporate Specialist: Darlene Connell



THE UNITED STATES  
CORPORATION  
COMPANY

# M66103

ACCOUNT NO. : 072100000032

REFERENCE : 280556 8649A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 4, 1997

ORDER TIME : 11:03 AM

ORDER NO. : 280556-005

CUSTOMER NO: 8649A

CUSTOMER: Steven Labret, Esq  
Steven Labret, Esq  
226 Hillcrest Street

Orlando, FL 32801

000002103900-5  
03/04/97-01035-010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
MAR -4 PM 2:16  
TALLAHASSEE  
FLORIDA

ARTICLES OF MERGER

000002103900-5  
03/04/97-01035-010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

WILD CAT BLUE SPORTS VENTURE,  
INC.

INTO

KIRKMAN ROAD SPORTS PUB &  
RESTAURANT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS: \_\_\_\_\_

Merger 3/7/97  
DL

*Law Offices of*  
*Steven Michael La Bret, P. A.*

LL.M. IN TAXATION  
ALSO ADMITTED IN LOUISIANA  
AND MICHIGAN BARS

226 HILLCREST STREET  
ORLANDO, FLORIDA 32801-1243  
(407) 422-5819

FAX NO.  
(407) 423-7718

February 7, 1997

Secretary of State  
Bureau of UCC  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Wild Cat Blue Sports Venture, Inc.  
(Parent Corporation)

---

Kirkman Road Sports & Pub Restaurant, Inc.  
d/b/a J.B.'s Sports Bar  
(Subsidiary)

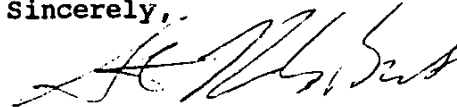
---

Downstream Merger of Parent into Subsidiary  
Our File No: 180-H-0017

Dear Sir/Madam:

Enclosed please find a check for \$35.00 to record the attached  
Article of Merger.

Sincerely,



STEVEN M. LABRET

SML/ao  
Encls.

cc: Mrs. Asije Husenaj (w/encls.)  
Mr. and Mrs. Chad Martin (w/encls.)



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 5, 1997

CSC - TODD STERZOY

TALLAHASSEE, FL

SUBJECT: WILD CAT BLUE SPORTS VENTURES, INC.  
Ref. Number: P96000007636

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for WILD CAT BLUE SPORTS VENTURES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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 (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 397A00011318

**RESUBMIT**

Please give original  
submission date as file date.

DIVISION OF CORPORATION

97 MAR -7 AM 10:49

RECEIVED

**ARTICLES OF MERGER  
BY AND BETWEEN  
WILD CAT BLUE SPORTS VENTURES, INC.  
(THE "MERGING CORPORATION")  
AND  
KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC.  
(THE "SURVIVING CORPORATION")**

FILED  
97 MAR -4 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the Surviving Corporation is Kirkman Road Sports Pub & Restaurant, Inc., a Florida corporation.

3. The name of the Merging Corporation is Wild Cat Blue Sports Ventures, Inc., a Florida corporation.

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Section 607.1101 et seq. of the Florida Statutes.

5. The Plan of Merger will become effective upon the filing of these Articles of Merger with the Secretary of State.

6. No changes in the Articles of Incorporation of the Surviving Corporation have been made.

7. The Plan of Merger was adopted by the Shareholders and Directors of Kirkman Road Sports Pub & Restaurant, Inc.

8. The Plan of Merger was adopted by the Shareholders and the Board of Directors of Wild Cat Blue Sports Ventures, Inc.

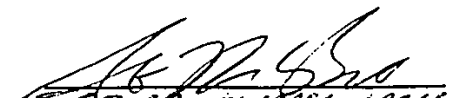
[The rest of this page is intentionally left blank]

9. The Plan of Merger calls for a cancellation of the issued shares shall be effected pursuant to the Plan of Merger attached hereto.

DATED: February 7, 1997

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective presidents and secretaries, who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.


MERGING CORPORATION:  
WILD CAT BLUE SPORTS  
VENTURES, INC.


  
STEVEN MICHAEL LAGAN  
(Print Name)  
Ana Dugand  
Ana Dugand  
(Print Name) (As to 1,3)

1. By:   
Chad Martin, President

2. By:   
Asije Husenaj, secretary

SURVIVING CORPORATION:  
KIRKMAN ROAD SPORTS PUB &  
RESTAURANT, INC.

  
STEVEN MICHAEL LAGAN  
(Print Name)  
Ana Dugand  
Ana Dugand  
(Print Name) (As to 2,4)

3. By:   
Chad Martin, President

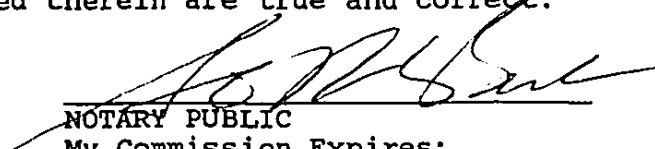
4. By:   
Asije Husenaj, secretary

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Merger was acknowledged before me this 7th day of February, 1996, by Chad Martin, as president of Wild Cat Blue Sports Ventures, INC., and Kirkman Road Sports Pub & Restaurant, Inc., who:

[ X ] is (or are) personally known to me, or  
[ ] has produced \_\_\_\_\_ as identification and  
who did (did not) take an oath.

And he/she acknowledged before me that he/she read and executed the same and that the facts contained therein are true and correct.

  
NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF ORANGE



The foregoing Articles of Merger was acknowledged before me this 7th day of February, 1996, by Asiye Husenaj, as secretary of Wild Cat Blue Sports Ventures, Inc., and Kirkman Road Sports Pub & Restaurant, Inc., who:

[ X ] is (or are) personally known to me, or  
[ ] has produced \_\_\_\_\_ as identification and  
who did (did not) take an oath.

And he/she acknowledged before me that he/she read and executed the same and that the facts contained therein are true and correct.

  
NOTARY PUBLIC

My Commission Expires:



## PLAN OF MERGER

THIS PLAN OF MERGER dated February 7, 1997, between KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. (hereinafter sometimes called (the "Surviving Corporation") and WILD CAT BLUE SPORTS VENTURES, INC. (hereinafter sometimes called (the "Merging Corporation"). (The Surviving Corporation and Merging Corporation are collectively referred to as "Constituent Corporations").

### STIPULATIONS

A. KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4880 Kirkman Road, Orlando, Florida 32811.

B. KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. has a capitalization of One Thousand authorized shares of \$1.00 Dollar par value common stock, of which 1,000 shares are issued and outstanding.

C. WILD CAT BLUE SPORTS VENTURES, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4880 Kirkman Road, Orlando, Florida 32811.

D. WILD CAT BLUE SPORTS VENTURES, INC. has a capitalization of 10,000 authorized shares of \$ One Dollars (\$1.00) par value common stock, of which 1,000 shares are issued and outstanding.

E. The Board of Directors of the Constituent Corporations deem it desirable and in the best business interests of the corporations and their stockholders that WILD CAT BLUE SPORTS VENTURES, INC. be merged into KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

**Section 1.1 Merger.** WILD CAT BLUE SPORTS VENTURES, INC. shall merge with and into KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC., which shall be the Surviving Corporation.

**Section 1.2 Terms and Conditions.** On the Effective Date of the merger, the separate existence of WILD CAT BLUE SPORTS VENTURES, INC. shall cease, and KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal,



and mixed of WILD CAT BLUE SPORTS VENTURES, INC., without the necessity for any separate transfer. KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. shall thereafter be responsible and liable for all liabilities and obligations of WILD CAT BLUE SPORTS VENTURES, INC., and neither the rights of creditors nor any liens on the property of WILD CAT BLUE SPORTS VENTURES, INC. shall be impaired by the merger.

Section 1.3 Conversion of Shares. The manner and basis of converting the shares of WILD CAT BLUE SPORTS VENTURES, INC. into shares of KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. is as follows:

(a) Each share of the One Dollars (\$1.00) par value common stock of WILD CAT BLUE SPORTS VENTURES, INC. issued and outstanding on the Effective Date of the merger shall be converted into 1 share of the One Dollars (\$1.00) par value common stock of KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC., which shares of common stock of KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. shall thereupon be issued and outstanding. However, in no event shall fractional shares of KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of WILD CAT BLUE SPORTS VENTURES, INC. 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 the 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 WILD CAT BLUE SPORTS VENTURES, INC. shall surrender them to KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. or its duly appointed agent, in such manner as KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. shall legally require. On receipt of such share certificates, KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. shall issue and exchange therefore certificates for shares of common stock in KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC., representing the number of shares of such stock to which such holder is entitled as provided above. KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. shall issue to an agent for the holders otherwise entitled to 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 WILD CAT BLUE SPORTS VENTURES, INC. shall not be entitled to dividends payable on shares of stock in KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. issuable to them hereunder which may have been

declared and paid between the Effective Date of the merger and the issuance to such stockholder of the certificate for his shares in KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC.

Section 1.4 Changes in Articles of Incorporation. The Articles of Incorporation of KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. shall continue to be its articles of incorporation following the Effective Date of the merger.

Section 1.5 Changes in Bylaws. The Bylaws of KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. shall continue to be its bylaws following the Effective Date of the merger.

Section 1.6 Directors and Officers. The Directors and Officers of KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. on the Effective Date of the merger shall continue as the directors and officers of KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section 1.7 Prohibited Transactions. Neither of the Constituent Corporations shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that WILD CAT BLUE SPORTS VENTURES, INC. and KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section 1.8 Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the stockholders of the Constituent Corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before February 7, 1997, or at such other time as to which the boards of directors of the Constituent Corporations may agree.

Section 1.9 Effective Date of Merger. The Effective Date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.

Section 1.10 Abandonment of Merger. This Plan of Merger may be abandoned by action of the board of directors of either KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. or WILD CAT BLUE SPORTS VENTURES, INC. at any time prior to the Effective Date on the happening of either of the following events:

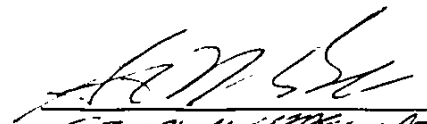
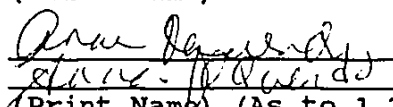
(a) If the merger is not approved by the stockholders of either KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. or WILD CAT BLUE SPORTS VENTURES, INC. on or before February 7, 1997.

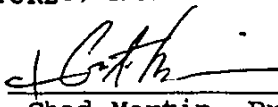
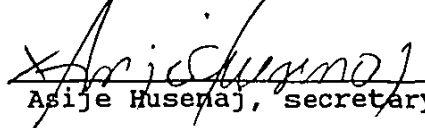
(b) If, in the judgment of the board of directors of either KIRKMAN ROAD SPORTS PUB & RESTAURANT, INC. or WILD CAT BLUE SPORTS VENTURES, INC., the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

**Section 1.11 Execution of Agreement.** This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

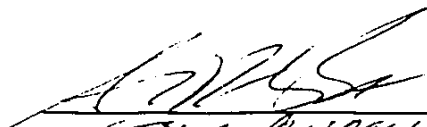
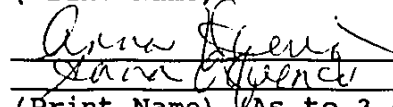
IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed to this Agreement, by their respective presidents and secretaries, who are duly authorized by the respective Boards of Directors of each of the Constituent Corporations.


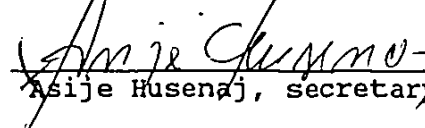
MERGING CORPORATION:  
WILD CAT BLUE SPORTS  
VENTURES, INC.

  
\_\_\_\_\_  
CHAD MARTIN  
(Print Name)  
  
\_\_\_\_\_  
ASIJ E HUSENAJ  
(Print Name) (As to 1,2)

1. By:   
\_\_\_\_\_  
Chad Martin, President  
2. By:   
\_\_\_\_\_  
Asije Husenaj, secretary

SURVIVING CORPORATION:  
KIRKMAN ROAD SPORTS PUB &  
RESTAURANT, INC.

  
\_\_\_\_\_  
CHAD MARTIN  
(Print Name)  
  
\_\_\_\_\_  
ASIJ E HUSENAJ  
(Print Name) (As to 3,4)

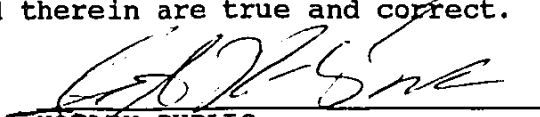
3. By:   
\_\_\_\_\_  
Chad Martin, President  
4. By:   
\_\_\_\_\_  
Asije Husenaj, secretary

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Plan of Merger was acknowledged before me this 7th day of February, 1996, by Chad Martin, as president of Wild Cat Blue Sports Ventures, Inc., and Kirkman Road Sports Pub & Restaurant, Inc., who:

[ X ] is (or are) personally known to me, or  
[ ] has produced \_\_\_\_\_ as identification and  
who did (did not) take an oath.

And he/she acknowledged before me that he/she read and executed the same and that the facts contained therein are true and correct.

  
NOTARY PUBLIC

My Commission Expires:

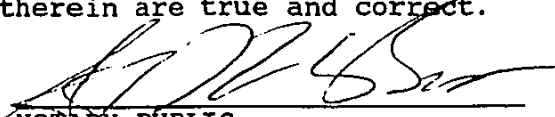
STATE OF FLORIDA  
COUNTY OF ORANGE



The foregoing Plan of Merger was acknowledged before me this 7th day of February, 1996, by Asiye Husenaj, as secretary of Wild Cat Blue Sports Ventures, Inc., and Kirkman Road Sports Pub & Restaurant, Inc., who:

[ X ] is (or are) personally known to me, or  
[ ] has produced \_\_\_\_\_ as identification and  
who did (did not) take an oath.

And he/she acknowledged before me that he/she read and executed the same and that the facts contained therein are true and correct.

  
NOTARY PUBLIC

My Commission Expires:

