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Tallahassee, FL 32301  
(850) 681-6528

m75861  
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-12/30/98--01074--012  
\*\*\*\*\*18.75 \*\*\*\*\*18.75

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Food Spot No. 57 Incorporated

**EFFECTIVE DATE**  
12/31/98

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

**RUSH**

☒ Certified Copy  
☐ Certificate of Status  
☐ Certificate of Good Standing  
☐ ARTICLES ONLY  
☐ ALL CHARTER DOCS

FILED  
DEC 30 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME  
☐ FICTITIOUS NAME SEARCH  
☐ CORP SEARCH

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

RECEIVED  
DEC 31 PM 12:51  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FOOD SPOT NO. 57 INCORPORATED, a Florida corporation M34273

INTO

**FOOD SPOT NO. 60 INCORPORATED**, a Florida corporation, M75861

File date: December 30, 1998, effective December 31, 1998

Corporate Specialist: Annette Ramsey

12/31/98

ARTICLES OF MERGER  
OF  
FOOD SPOT NO. 57 INCORPORATED  
INTO  
FOOD SPOT NO. 60 INCORPORATED

98 DEC 30 PM 2:28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between FOOD SPOT NO. 57 INCORPORATED, a Florida corporation, and FOOD SPOT NO. 60 INCORPORATED, a Florida corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act, FOOD SPOT NO. 57 INCORPORATED and FOOD SPOT NO. 60 INCORPORATED, adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 28, 1998 was approved and adopted by the shareholders of FOOD SPOT NO. 57 INCORPORATED on December 28, 1998 and was adopted by the shareholders of FOOD SPOT NO. 60 INCORPORATED on December 28, 1998.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of FOOD SPOT NO. 57 INCORPORATED's stock will be acquired by means of a merger of FOOD SPOT NO. 57 INCORPORATED into FOOD SPOT NO. 60 INCORPORATED with FOOD SPOT NO. 60 INCORPORATED being the surviving corporation.

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be December 31, 1998.

IN WITNESS WHEREOF, the parties have set their hands this 28th day of December, 1998.

FOOD SPOT NO. 60 INCORPORATED,  
a Florida corporation

By:   
BRUCE WILNER, Executive Vice-President

FOOD SPOT NO. 57 INCORPORATED,  
a Florida corporation

By:   
BRUCE WILNER, Executive Vice-President

EXHIBIT A  
PLAN OF MERGER

Merger between FOOD SPOT NO. 60 INCORPORATED (the "Surviving Corporation" hereinafter "FOOD SPOT NO. 60"), and FOOD SPOT NO. 57 INCORPORATED (the "Disappearing Corporation" hereinafter "FOOD SPOT NO. 57"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of FOOD SPOT NO. 60 shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Because the same individuals are shareholders of FOOD SPOT NO. 57 and FOOD SPOT NO. 60 in the same proportions, upon the Effective Date, each share of FOOD SPOT NO. 57's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of FOOD SPOT NO. 60 in accordance with this Plan, so that after the merger there will be issued and outstanding a total of Five Hundred (500) shares of FOOD SPOT NO. 60 stock, owned in equal shares by the shareholders of FOOD SPOT NO. 60. Each share of FOOD SPOT NO. 60's stock that is issued or outstanding on the Effective Date shall continue as outstanding shares of FOOD SPOT NO. 60 stock.

3. Satisfaction of Rights of FOOD SPOT NO. 57's Shareholders. All shares of FOOD SPOT NO. 60 stock into which shares of FOOD SPOT NO. 57 shall have been converted, and for which FOOD SPOT NO. 57 shares become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of FOOD SPOT NO. 57 shall cease, and FOOD SPOT NO. 60 shall be fully vested in FOOD SPOT NO. 57's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date, FOOD SPOT NO. 57 shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of FOOD SPOT NO. 57 or FOOD SPOT NO. 60 as the case may be, whether past or remaining in office, shall execute and deliver upon the request of FOOD SPOT NO. 57, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to

vest, perfect, confirm, or record such title thereto in FOOD SPOT NO. 60, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Effective Date. FOOD SPOT NO. 57 and FOOD SPOT NO. 60 shall cause their respective Executive Vice-President to execute Articles of Merger in the form attached hereto and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by FOOD SPOT NO. 60 to the Florida Department of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date" which shall be December 31, 1998.

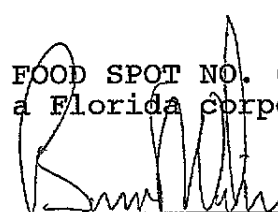
7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

FOOD SPOT NO. 57 INCORPORATED,  
a Florida corporation

By:   
BRUCE WILNER, Executive Vice-President

FOOD SPOT NO. 60 INCORPORATED,  
a Florida corporation

By:   
BRUCE WILNER, Executive Vice-President