

M97392

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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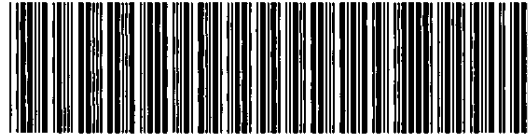
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

D. BRUCE

JUN 05 2012

EXAMINER

GENE R. SOLOMON
Certified Public Accountant

1342 Colonial Boulevard
Suite B-11
Fort Myers, Florida 33907
Telephone: (239) 939-5303
Fax: (239) 939-1398

E-mail: Gene@GeneRSolomonCPA.com

May 15, 2012

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Merger – East Coast Restaurants, Inc. (Surviving Party)

Dear Sir:

Enclosed are documents of Certificate of Merger, Plan of Merger and related documents relating to the merger of:

East Coast Restaurants, Inc. (Doc #M97392)
Surviving Party
3040 Estero Blvd.
Fort Myers Beach, Florida 33931

Southeast U.S.A., LC. (Doc # L95000001008)
Merged Party
P.O. Box 6078
Fort Myers Beach, Florida 33932

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The enclosed Certificate of Merger and Fees are submitted for filing. The fee of one corporation (\$35.00) and one limited liability company (\$25.00) plus certified copy (\$30.00) are submitted herewith.

Please return all correspondence concerning this matter to:

Gene R. Solomon, C.P.A.
1342 Colonial Blvd Ste #11
Fort Myers, Florida 33907
Phone 239-939-5303
Email: gene@genersolomoncpa.com

Respectfully submitted:


Gene R. Solomon, C.P.A.

Cc: Anthony Scialdone
Garey Butler/Fowler White Boggs et al



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 22, 2012

GENE R. SOLOMON, C.P.A.
1342 COLONIAL BLVD STE #11
FORT MYERS, FL 33907

SUBJECT: EAST COAST RESTAURANTS, INC.
Ref. Number: M97392

We have received your document for EAST COAST RESTAURANTS, INC. and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

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) 245-6051.

Deborah Bruce
Regulatory Specialist II

Letter Number: 412A00014946

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CERTIFICATE OF MERGER

Pursuant to the provisions of Chapters 608 and 607 of the Florida Statutes, Southeast U.S.A., LLC, a Florida limited liability company created under the laws of the State of Florida (the "merging company"), and East Coast Restaurants, Inc., a Florida corporation created under the laws of the State of Florida (the "surviving company") adopt the following articles of merger.

1. Name of Merging Companies

The names of the companies that are merging are:

Southeast U.S.A., LLC, a Florida limited liability company
Created under the laws of the state of Florida

L95000001008

East Coast Restaurants, Inc., a Florida corporation
Created under the laws of the state of Florida

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2. Name of Surviving Limited Liability Company

East Coast Restaurants, Inc., will be the surviving company in this merger.

3. Plan of Merger

A copy of the Plan of Merger between the merged LLC and the surviving company is attached to the Certificate as Exhibit "A".

4. Member Approval

4.1 Approval by Members of Merging Company. In accordance with the terms of the operating agreements of the merging companies, the plan of merger was approved by a vote of all of the members of the merging company at a meeting of the members of the company held on April 30, 2012, and as confirmed by Agreement with an Effective Date of April 30, 2012.

4.2 Approval by Members of Surviving Company. The plan of merger was approved by the written consent signed by the stockholders and directors of East Coast Restaurants, Inc., the surviving company. The effective date of the consent was April 30, 2012.

5. Mailing Addresses

The mailing addresses of each party hereto are:

Southeast U.S.A., LLC
P.O. Box 6078
3040 Estero Blvd
Fort Myers beach, Florida 33932

East Coast Restaurants, Inc.
P.O. Box 6078
3040 Estero Blvd
Fort Myers beach, Florida 33932

6. Effective Date

This merger of the merging company into the surviving company will be effective under the laws of the State of Florida when these articles of merger are filed with the Secretary of State of the State of Florida.

7. Agent for Service

Each party hereto hereby appoints Anthony Scialdone, P.O. Box 6078, 3040 Estero Blvd, Fort Myers Beach, Florida, 33932 as its agent for service of process in a proceeding to enforce obligations of each company that is merged into such entity, including any appraisal rights of its members or stockholders under Florida Statutes Chapters 607 and 608.

MERGING COMPANY:

Southeast U.S.A., LLC
a limited liability company organized
under the laws of the State of Florida

By: 

Anthony Scialdone
Southeast U.S.A., LLC, Managing Member

SURVIVING COMPANY:

East Coast Restaurants, Inc.
a Florida corporation organized
under the laws of the State of Florida

By: 

Anthony Scialdone, President
East Coast restaurants, Inc.

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PLAN OF MERGER OF
SOUTHEAST U.S.A., LLC, a Florida limited liability company
INTO
EAST COAST RESTAURANTS, INC., A FLORIDA CORPORATION

This PLAN OF MERGER dated this 30 day of April, 2012, made by and among Southeast U.S.A., LLC, a Florida limited liability company and East Coast Restaurants, Inc. a Florida Corporation.

WITNESSETH

WHEREAS, The Southeast U.S.A., LLC desire to merge with and into East Coast Restaurants, Inc. with East Coast Restaurants, Inc. being the surviving corporation (the "Merger") upon the terms, and subject to conditions, as set forth in this Plan of Merger (the "Plan");

WHEREAS, the Board of Directors and Stockholders of East Restaurants, Inc. and the Members of Southeast U.S.A., LLC have determined that it is advisable that Southeast U.S.A., LLC be merged into East Coast restaurants, Inc. on the terms and conditions as set forth herein, in accordance with Section 607 and 608, Florida Statutes.

NOW, WHEREFORE, in consideration of the premises, the parties hereto agree as follows:

1. **The Merger.**

a) The term "effective date" shall mean April 30 2012.

b) On the effective date, Southeast U.S.A. LLC shall be merged with and into East Coast restaurants, Inc. The separate existence of Southeast U.S.A., LLC shall cease at the effective date and the existence of East Coast restaurants, Inc. shall continue unaffected and unimpaired by the merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

c) The Plan of Merger has been approved by the directors and stockholder of East Coast restaurants, Inc. and the Members of southeast U.S.A., LLC in accordance with Sections 607 and 608, Florida Statutes.

2. **Effects of the Merger.** At the effective date, East Coast restaurants, Inc. shall possess all the rights, privileges, immunities, and franchises, of a public and private nature, of Southeast U.S.A., LLC, and shall be responsible and liable for all liabilities and obligations of said company, as more particularly set forth in Section 607 and 608, Florida Statutes.

3. **Terms of the Transaction.** There are no minority or dissenting shareholders of East Coast restaurants, Inc. nor of the Members of Southeast U.S.A., LLC. As such, there will

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be no conversion of shares. The owners of shares of East Coast Restaurants, Inc shall retain such shares. No new shares in East Coast Restaurants, Inc. shall be issued.

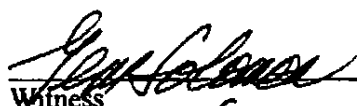
4. Assignment. If at any time East Coast Restaurants, Inc. shall consider it advisable that any further assignment or assurances are necessary or desirable to vest, effect, confirm, or record in East Coast restaurants, Inc. the title of any property or rights of the Southeast U.S.A., LLC, or to otherwise carry out the provisions hereof, the proper officers and directors of the respective companies, as of the effective date, shall execute and deliver any and all proper deeds, assignments, or assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in East Coast Restaurants, Inc..

5. Expenses. East Coast Restaurants, Inc. shall pay all expenses of accomplishing the merger.

6. Amendment. Anytime before the filing with the Florida Department of State of the Articles of Merger to be filed in connection herewith, the directors of East Coast Restaurants, Inc may amend this plan. If the Articles of Merger have already been filed, Amended Articles of Merger shall be filed with the Department of State, but only if such Amended Articles can be filed before the effective date.

7. Termination. If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of East Coast restaurants, Inc., this Merger may be terminated at any time before the effective date by resolution of the Board of Directors of said company. Upon termination is provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part either party hereto, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this 30 day of APRIL, 2012.


Witness

Gene Solomon
Printed Name of Witness

Witness

Printed Name of Witness

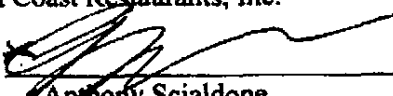

Witness

Gene Solomon
Printed Name of Witness

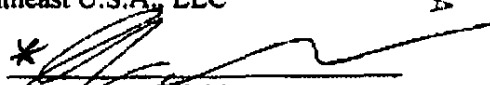
Witness

Printed Name of Witness

East Coast Restaurants, Inc.

By: 
Anthony Scialdone
Its: President

Southeast U.S.A., LLC

By: 
Anthony Scialdone
Its: Managing Member

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**MINUTES OF A JOINT SPECIAL MEETING OF THE
BOARD OF DIRECTORS AND STOCKHOLDERS OF
EAST COAST RESTAURANTS, INC.**

A Joint Special Meeting of the Board of Directors and Stockholders of East Coast Restaurants, Inc., (the "Corporation") was held at the corporate office in Fort Myers Beach, Lee County, Florida on the ____ day of April, 2012.

The following, being a majority of the Stockholders and Directors of the Corporation, were present:

Stockholders Present

Alfredo Russo (50.00%)

Anthony Scialdone, Trustee of the
Anthony Scialdone Revocable Trust
w/d/a 10/14/1998 as amended
(17.33%)

Gene Solomon, Trustee of the
Troy Scialdone Irrevocable Trust
w/d/a 123/29/2000
(32.67%)

Directors Present

Alfredo Russo

Anthony Scialdone

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Anthony Scialdone, President of the Corporation, called the meeting to order. A written Waiver of Notice of Joint Special Meeting, signed by a majority of the Stockholders and Directors, present, read and ordered to be appended to these Minutes.

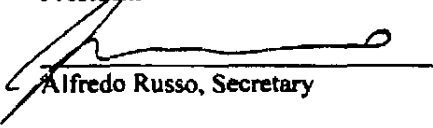
Anthony Scialdone, President and Chairman of the Board presented a full review and report of the negotiations for the combination and merger of the Company with Southeast U.S.A., LLC. Whereupon, a Plan of Merger to merge Southeast U.S.A. into and to become a part of East Coast restaurants, Inc. as the surviving entity was presented for approval

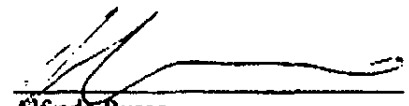
WHEREUPON motion being duly made (Alfredo Russo) and seconded (Gene Solomon, Trustee), the Corporation and its stockholders hereby approve the Plan of Merger with Southeast U.S.A., LLC, a Florida limited liability company, wherein said Southeast U.S.A., LLC will be merged into and become a part of East Coast Restaurants, Inc. as the surviving entity. The Corporate President (Anthony Scialdone) and the Secretary of the Board (Alfredo Russo) are hereby authorized and approved to execute on behalf of the Corporation and its shareholders all documents, assignments, etc necessary to effectuate this transaction. Whereupon said motion was unanimously adopted and ratified.

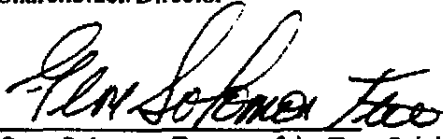
There being no further business to come before the Joint Special Meeting, UPON MOTION DULY MADE AND SECONDED, the meeting was adjourned.

RESPECTFULLY SUBMITTED:


ANTHONY SCIALDONE, Trustee of the
Anthony Scialdone Revocable Trust
Agreement u/d/a 10/14/1998 as amended
President


Alfredo Russo, Secretary


Alfredo Russo
Shareholder/Director


Gene Solomon, Trustee of the Troy Scialdone
Irrevocable Trust u/d/a 12/29/2000

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WAIVER OF NOTICE OF JOINT SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND STOCKHOLDERS OF
EAST COAST RESTAURANTS, INC.


The undersigned, being a majority of the Stockholders and Directors of EAST COAST RESTAURANTS, INC., a corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the Joint Special Meeting of the Board of Directors and Stockholders of said corporation, and the publication thereof, and consent that the meeting shall be held at the corporate office in Fort Myers Beach, Florida on the 30 day of April, 2012, and consent to the transaction of any and all business that may properly come before said meeting.

Dated: APRIL 30, 2012.


ANTHONY SCIALDONE, Trustee of the
Anthony Scialdone Revocable Trust
Agreement u/d/a 10/14/1998 as amended
President


Alfredo Russo, Secretary


Alfredo Russo
Shareholder/Director


Gene Sblomon, Trustee of the Troy Scialdone
Irrevocable Trust u/d/a 12/29/2000

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