

PO0000007614

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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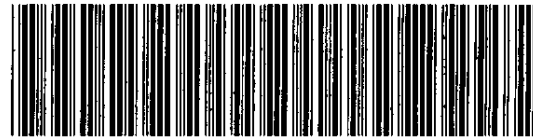
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PA DEGENNARO'S, INC.

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Richard W. Morrison

(Contact Person)

Richard W. Morrison, P.A.

(Firm/Company)

3301 N. E. 16 Place

(Address)

Fort Lauderdale, FL 33305-3716

(City, State and Zip Code)

For further information concerning this matter, please call:

Richard W. Morrison

(Name of Contact Person)

at (954) 610-1788

(Area Code and Daytime Telephone Number)



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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Certificate of Merger SECRETARY OF STATE
For TALLAHASSEE FLORIDA
Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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>
PA DEGENNARO'S, INC	Florida	P00000007614
NICKEL CITY, L.L.C	Florida	LO4000038288

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>
PA DEGENNARO'S, INC	Florida	P00000007614

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached 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.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 3301 N. E 16 Place

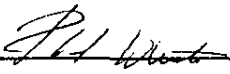
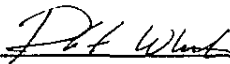
Fort Lauderdale, FL 33305-3716

Mailing address: 3301 N. E. 16 Place

Fort Lauderdale, FL 33305-3716

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
PA DEGENNARO'S, INC		Robert White
NICKEL CITY L.L.C		Robert White

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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>
PA DEGENNARO'S, INC	Florida	P00000007614
NICKEL CITY, L.L.C	Florida	LO4000038288

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>
PA DEGENNARO'S, INC	Florida	P00000007614

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

Nickel City, L.L.C. will transfer all of its assets to Pa Degennaro's, Inc in consideration of the assumption by Pa Degennaro's, Inc of all the liabilities and debts of Nickel City, L.L.C. all in accord with an Agreement of Merger effective as of July 1, 2008, copy of which is attached hereto and is so identified and is hereinafter identified as the "Agreement".

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The interests transferred and obligations assumed through the
merger are deemed to be equal as between the parties to the merger as provided
in Recital G of the Agreement.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The only person having an interest in this merger transaction
is White Cap of Florida, Inc, a Delaware for profit corporation duly
authorized in Florida, per Document Number P98000002848, and
it has determined the Pa Degennaro's Inc has the right to acquire
the assets and to assume the liabilities of Nickel City, L.L.C.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

AGREEMENT OF MERGER

Agreement made as of July 1, 2008, between PA DEGENNARO'S, INC., a Florida for profit corporation, having its principal place of business at 270 Pine Avenue, Lauderdale-by-the-Sea, Florida, referred to in this Agreement as PA, and NICKEL CITY, L.L.C., a Florida limited liability corporation, having its principal place of business at 270 Pine Avenue Lauderdale-by-the-Sea, Florida, referred to in this Agreement as NICKEL.

Recitals

A. NICKEL is the owner of certain restaurant improvements located in Stores 108 and 109, Village Mall, 4326 Bougainvilla Drive, Lauderdale-by-the-Sea, Florida, and has occupancy rights thereto as a tenant of White Cap of Florida, Inc., and

B. PA operates a restaurant in Stores 103, 104, 105, 106, and 107, Village Mall, 4326 Bougainvilla Drive, Lauderdale-by-the-Sea, Florida and has occupancy rights thereto as a tenant of White Cap of Florida, Inc., and

C. The sole Member and Manager of NICKEL is White Cap of Florida, Inc., a Delaware corporation duly authorized in the State of Florida (WHITE herein), and

D. The sole shareholder of PA is WHITE, and

E. NICKEL desires to discontinue its business and transfer all of its assets, including but not limited to personal property, inventory, and trade name "Pa DeGennaro's Gourmet Take Out", together with its occupancy rights and obligations with respect to Stores 108 and 109, Village Mall, aforesaid, to PA in consideration of the assumption by PA of all of its obligations and liabilities arising out of the conduct of its business, and

F. NICKEL wishes to merge with PA pursuant to FS 608.4382, pertaining to limited liability companies, and the sole Member, White Cap of Florida, Inc. wishes to be relieved of all duties and to be discharged from all responsibilities with respect to the corporation's assets and other property, and

F. PA is willing to accept the transfer of assets and assume the liabilities and obligations of NICKEL

G. The parties agree that the value of the assets to be transferred by NICKEL is equal to the amount of liabilities to be assumed by PA.

For the reasons set forth above, and in consideration of the mutual promises and covenants herein contained, and for the sum of One Dollar lawful money of the United States, paid by PA to NICKEL, receipt of which is hereby acknowledged, the parties agree as follows:

Section One

Transfer

NICKEL will assign, transfer and deliver to PA all of its assets and personal property and occupancy rights to Stores 108 and 109, Village Mall.

Section Two

Acceptance by PA

PA will accept the assets and personal property received from NICKEL, and will assume the occupancy rights and obligations of NICKEL in Stores 108 and 109, Village Mall, and will assume the liabilities heretofore incurred by NICKEL.

Section Three

Effective Date of Transfer

Effective date of the transfer is July 1, 2008.

Section Four

Merger and Dissolution of NICKEL

NICKEL shall merge with PA and PA shall be the surviving corporation, and upon the effective date of merger (the date Articles of Merger are filed with the Florida Department of State) NICKEL shall be dissolved.

In witness, the parties have executed this Agreement as of July 1, 2008.

NICKEL CITY L.L.C

By *Robert White*
Robert White
Sole Member and Manager

PA DEGENNARO'S, INC

By *Robert White*
Robert White, President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA