

PO1000006788

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MARVIN SOLOMON  
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September 21, 2001

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
POST OFFICE BOX 6327  
TALLAHASSEE, FL 32314

**PLEASE REPLY TO:**  
POST OFFICE BOX 3275  
TAMPA, FLORIDA 33601-3275  
(813) 229-0115  
OUR FAX NO. (813) 221-9158  
[info@solomonandginsberg.com](mailto:info@solomonandginsberg.com)  
FEDERAL EIN #59-1434643

400004610334--3  
-09/25/01-01046-029  
\*\*\*\*\*187.00 \*\*\*\*\*70.00

Gentlemen:

Please find enclosed the following original documents for filing and check number 2140 in the amount of \$187.00 to pay for the filings:

|  |         |
|--|---------|
| UCC-3 Statement of Change  | \$12.00 |
| Articles of Merger with Plan of Merger attached for two corporations                     | \$70.00 |
| Statement of Change of Registered Office or Registered Agent<br>or Both for Corporations | \$35.00 |
| Officer/Director Resignation   | \$35.00 |
| Articles of Amendment to Articles of Incorporation                                       | \$35.00 |

I have enclosed one copy of all documents to be date stamped and returned to this office in the enclosed self addressed stamped envelope. The undersigned's mailing address is: Solomon and Ginsberg, P.A., Post Office Box 3275, Tampa, Florida 33601.

Thank you for your assistance.

Sincerely,

SOLOMON AND GINSBERG, P.A.  
ATTORNEYS AT LAW

ELIOT H. GINSBERG, ESQUIRE

EHG/kc

Enclosures

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DIVISION OF CORPORATIONS  
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Merger

ARTICLES OF MERGER  
Merger Sheet

MERGING:

KEEN CONCEPTS INC. a Florida corporation, P96000007305

INTO

**TAHITI JOE'S OF TAMPA BAY, INC.**, a Florida entity, P01000006788.

File date: September 24, 2001

Corporate Specialist: Velma Shepard

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## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u>                     | <u>Jurisdiction</u> |
|---------------------------------|---------------------|
| TAHITI JOE'S OF TAMPA BAY, INC. | FLORIDA             |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u>        | <u>Jurisdiction</u> |
|--------------------|---------------------|
| KEEN CONCEPTS INC. | FLORIDA             |
|                    |                     |
|                    |                     |
|                    |                     |
|                    |                     |
|                    |                     |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR N/A / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on N/A

The Plan of Merger was adopted by the board of directors of the surviving corporation on 2/25/01 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on N/A

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 2/25/01 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

| <u>Name of Corporation</u>         | <u>Signature</u>  | <u>Typed or Printed Name of Individual &amp; Title</u> |
|------------------------------------|---|--|
| TAHITI JOE'S OF<br>TAMPA BAY, INC. |  | MICHAEL A. DUCHESNEAU, M.D.<br>CHAIRMAN OF THE BOARD   |

|                    |   |   |
|--------------------|---|---|
| KEEN CONCEPTS INC. |  | MICHAEL A. DUCHESNEAU, M.D.<br>PRESIDENT AND CHAIRMAN OF<br>THE BOARD |
|--------------------|---|---|

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u>                     | <u>Jurisdiction</u> |
|---------------------------------|---------------------|
| TAHITI JOE'S OF TAMPA BAY, INC. | FLORIDA             |

The name and jurisdiction of each subsidiary corporation:

| <u>Name</u>        | <u>Jurisdiction</u> |
|--------------------|---------------------|
| KEEN CONCEPTS INC. | FLORIDA             |
|                    |                     |
|                    |                     |
|                    |                     |
|                    |                     |
|                    |                     |
|                    |                     |

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Tahiti Joe's of Tampa Bay, Inc. acquired 100% of Keen Concepts Inc. shares on 2/25/01. To the extent that these shares are an asset of Tahiti Joe's of Tampa Bay, Inc., each shareholder of Tahiti Joe's of Tampa Bay, Inc. has received a pro rata share of the value of such asset in proportion to the percentage of shares of Tahiti Joe's of Tampa Bay, Inc. that each shareholder owns.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Effective September 19, 2001, subsequent to executing the Articles of Merger of Tahiti Joe's of Tampa Bay, Inc. and Keen Concepts Inc., and subsequent to executing the Articles of Amendment to Articles of Incorporation of Tahiti Joe's of Tampa Bay, Inc., Michael A. Duchesneau, M.D. resigned his Directorship, all offices and as Registered Agent of Tahiti Joe's of Tampa Bay, Inc. and of Keen Concepts Inc.

Also, M. Sean Caldwell has assumed a seat on the Board of Directors and has become President of Tahiti Joe's of Tampa Bay, Inc.

Also, David Laxer has assumed a seat on the Board of Directors and has become Secretary and Registered Agent of Tahiti Joe's of Tampa Bay, Inc.