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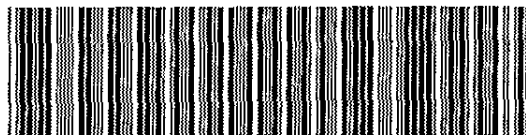
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01-01-07

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 DEC 27 PM 1:20

1/4/07
Mayer

Moore & Van Allen

December 20, 2006

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

Linda D. Waldner
Paralegal

T 704 331 2448
F 704 378 2002
lindawaldner@mvalaw.com

Moore & Van Allen PLLC

Suite 4700
100 North Tryon Street
Charlotte, NC 28202-4003

Re: CK Pizza Enterprises, Inc. (a Florida corporation)
Ladigo's Pizza, Inc. (a Florida corporation)
Ladigo's Restaurants, Inc. (a North Carolina corporation)

Dear Sir or Madam:

Enclosed please find an original and a copy of each of the following Articles, with the filing fee for each set forth after the name of each document to be filed:

1. Articles of Merger, CK Pizza Enterprises, Inc. (merging into Ladigo's Restaurants, Inc.), \$70.00,
- and
2. Articles of Merger, Ladigo's Pizza, Inc. (merging into Ladigo's Restaurants, Inc.), \$70.00.

Please file the above-referenced articles, to become effective at 12:01 a.m. on January 1, 2007, and send a certified copy of each of the filed articles to me in the enclosed postage-paid return envelope.

Also please find our check in the amount of \$157.50 for both filing fees and both certified copies.

If you have any questions or need anything further, please contact me at the above-referenced number.

Sincerely,


Linda D. Waldner

Enclosures

cc: Andrea Chomakos, Esq. (w/o encls.)
David T. Lewis, Esq. (w/o encls.)

To comply with certain U.S. Treasury regulations, we inform you that, unless expressly stated otherwise, any U.S. Federal tax advice contained in this letter, including attachments, is not intended or written to be used, and cannot be used, by any person for the purpose of avoiding any penalties that may be imposed by the Internal Revenue Service.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ladigo's Restaurants, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Andrea C. Chomakos
(Contact Person)

Moore & Van Allen, PLLC
(Firm/Company)

100 North Tryon Street, Suite 4700
(Address)

Charlotte, NC 28202
(City/State and Zip Code)

For further information concerning this matter, please call:

Andrea C. Chomakos At (704) 331-1185
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation _____

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Ladigo's Restaurants, Inc.

Charles W. Ladigo, President

Ladigo's Pizza, Inc.

Charles W. Ladigo, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name _____

Jurisdiction

Ladigo's Restaurants, Inc.

North Carolina

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Ladigo's Pizza, Inc.

Florida

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

See attached Plan of Merger

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

See attached Plan of Merger

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

1. Corporations Participating in Merger

Ladigo's Pizza, Inc., a Florida corporation ("Merging Corporation"), will merge with and into Ladigo's Restaurants, Inc., a North Carolina corporation (the "Surviving Corporation") (the "Merger").

2. Merger and Effective Time

The Merger of the Merging Corporation with and into the Surviving Corporation will be effected pursuant to the terms and conditions of this Agreement and Plan of Merger. At the Effective Time (as defined below) of the Merger, the separate corporate existence of the Merging Corporation will cease, the corporate existence of the Surviving Corporation will continue, and all the privileges, assets, properties and liabilities of the Merging Corporation shall be transferred to and vested in the Surviving Corporation. The Merger shall become effective as of January 1, 2007 (the "Effective Time").

3. Surviving Corporation

(a) Surviving Corporation will be the surviving corporation of the Merger and shall continue to be governed by the laws of North Carolina following the Merger.

(b) The Articles of Incorporation of the Surviving Corporation, as in effect at the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until amended or repealed in accordance with the terms thereof and applicable law.

(c) The bylaws of the Surviving Corporation, as in effect as of the Effective Time, shall be the bylaws of the Surviving Corporation until amended or repealed in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation, and applicable law.

(d) The directors of the Surviving Corporation, as of the Effective Time, shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified in the manner provided in the bylaws of the Surviving Corporation and the North Carolina General Statutes, or until their earlier resignation or removal.

(e) The officers of the Surviving Corporation, as of the Effective Time, shall be the officers of the Surviving Corporation until their successors are duly appointed and qualified in the manner provided in the bylaws of the Surviving Corporation and the North Carolina General Statutes, or until their earlier resignation or removal.

4. Conversion and Exchange of Shares

As of the Effective Time, by virtue of the Merger and without any action on the part of any holder of any shares of capital stock of the Merging Corporation, each share of Merging Corporation common stock issued and outstanding immediately prior to the Effective Time shall be converted into one share of Surviving Corporation common stock.

5. Governing Law.

The internal law (and not the law of conflicts) of the State of North Carolina will govern all questions concerning the construction, validity and interpretation of this Agreement and Plan of Merger and the performance of the obligations imposed by this Agreement and Plan of Merger.

SURVIVING CORPORATION
LADIGO'S RESTAURANTS, INC.

By: _____
Name: Charles W. Ladigo
Title: President

MERGING CORPORATION
LADIGO'S PIZZA, INC.

By: _____
Name: Charles W. Ladigo
Title: President