

PO10000063639

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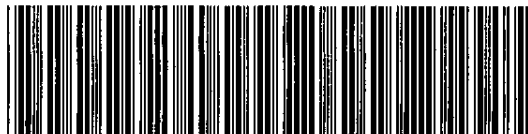
(Business Entity Name)

(Document Number)

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*Merger*

10/01/08--01005--025 \*\*78.75

FILED  
2008 OCT -1 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
*10/8/08*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Atlantic Restaurant, 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:

Kelly J. Suarez

(Contact Person)

Kelly Jamen Suarez PA

(Firm/Company)

1359 East Sample Road

(Address)

Pompano Beach, Fl. 33064

(City/State and Zip Code)

For further information concerning this matter, please call:

Kelly J. Suarez

(Name of Contact Person)

At ( 954 ) 946-4500

(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

## **ARTICLES OF MERGER**

(Profit Corporations)

**FILED**

2008 OCT -1 PM 4:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Atlantic Restaurant, Inc.	Florida Profit Corp.	P01000063639

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Hillsboro Restaurant, Inc.	Florida	P08000088925
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 Sept. 16, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 Sept. 16, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

**Edivar Ferraz Filho Owner/President**

**Edivar Ferraz Filho Owner/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:

<u>Name</u>	<u>Jurisdiction</u>
Atlantic Restaurant, Inc.	

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Hillsboro Restaurant, Inc.	

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

All shares of existing stock shall be sold to Atlantic Restaurant, Inc. for \$1.00.  
Surviving corporation shall acquire all assets of merging corporation.

**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:

The consideration for the merger shall be satisfied in cash upon the signing of the merger agreement. All outstanding stock for merging corporation shall be converted immediately to shares of the surviving corporation.

*(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:

N/A

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows: