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**MERGER OR SHARE EXCHANGE
UR OF INNER HARBOR MD, INC.**

Certificate of Status	0
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: UR of Inner Harbor MD, 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:

George W. Herz II
Contact Person

UR of Inner Harbor MD, Inc.
Firm/Company

100 Charles Park Road
Address

Boston, MA 02132
City/State and Zip Code

maureen.towle@unos.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

George W. Herz II At (617) 218-5251
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

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
UR of Inner Harbor MD, Inc.	Maryland	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SLA Lake Mary, Inc.	Florida	P01000073877
Uno of Daytona, Inc.	Florida	P94000059613

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 June 20, 2014.

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 June 20, 2014.

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>UR of Inner Harbor MD, Inc.</u>		<u>George W. Herz II, Sr. Vice President & Secretary</u>
<u>SLA Lake Mary, Inc.</u>		<u>George W. Herz II, Sr. Vice President & Secretary</u>
<u>Uno of Daytona, Inc.</u>		<u>George W. Herz II, Sr. Vice President & Secretary</u>
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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

This AGREEMENT AND PLAN OF MERGER, dated as of June 20, 2014 (the "Agreement"), by and between UR of Inner Harbor MD, Inc., a Maryland corporation ("UR of MD"), and each of the entities set forth on Exhibit A attached hereto (each a "Merging Entity", collectively, the "Merging Entities", and together with UR of MD the "Parties").

WHEREAS, the Parties contemplate certain mergers and combinations of the Parties to provide an efficient tax and operational structure for the Company, and the Parties desire to enter into such mergers and combinations, as further detailed herein, and

WHEREAS, the Boards of Directors and stockholder of each Merging Entity and UR of MD deem it advisable, upon the terms and subject to the conditions herein stated, that the Merging Entities be merged with and into UR of MD, and that UR of MD be the surviving corporation; and

WHEREAS, UR of MD and the Merging Entities desire that the Merger (as hereinafter defined) be treated as a reorganization of the Merging Entities into UR of MD pursuant to Section 368 of the Internal Revenue Code of 1986 (as amended);

NOW, THEREFORE, in consideration of the mutual agreements and provisions hereinafter contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties do hereby agree as follows:

Section 1: Each Merging Entity shall merge with and into UR of MD (with respect to each Merging Entity, a "Merger" and collectively, the "Mergers") on the Effective Date upon the terms and conditions set forth in this Agreement and in accordance with the laws of the jurisdiction of organization of such Merging Entity governing corporations and the Laws of Maryland ("Maryland Law"). From and after the Effective Date, the separate corporate existence of each Merging Entity shall cease and UR of MD shall continue its corporate existence under Maryland Law as the surviving corporation.

Section 2: The Articles of Incorporation and Bylaws of UR of MD, as in effect on the Effective Date, shall continue in full force and effect as the Articles of Incorporation and Bylaws, respectively, of the surviving corporation.

Section 3: On the Effective Date, by virtue of the Mergers and without any action on the part of any party or the holder of any of the following securities, each outstanding share of common stock of each of the Merging Entities, any other shares of capital stock of the Merging Entities held in treasury immediately prior to the Effective Date, shall be converted into, and become one (1) share of common stock of the Surviving Corporation.

Section 4: On the Effective Date, the stock transfer books of each of the Merging Entities shall be closed and no transfer of shares of any of the Merging Entities shall be closed and no transfer of shares of any of the Merging Entities shall thereafter be recorded.

Section 5: The terms and conditions of the Merger are as follows:

(a) The Merger shall become effective upon the filing and approval of articles or certificates of merger as appropriate in each jurisdiction set forth on Exhibit A (the "Effective Date").

(b) On the Effective Date, all of the property, rights, privileges, franchises, registrations and other assets of every kind and description of the Merging Entities shall be transferred to, vested in and devolve upon UR of MD without further act or deed, and all obligations and liabilities of the Merging Entities shall thereupon be assumed in full by UR of MD without further act or deed.

[(c) Reference is made to the (i) Master Lease dated as of May 11, 2001 by and between Zuno Property LLC ("Landlord") and SL Properties, as amended by agreements dated August 31, 2006, February 19, 2009, May 1, 2010, April 10, 2013, and June 13, 2014 (collectively, the "Master Lease"), and (ii) Amended and Restated Guaranty of Payment and Performance dated as of August 31, 2006 for the benefit of Landlord (as amended by the Third Amendment to Master Lease dated May 1, 2010 and Fourth Amendment to Master Lease dated April 10, 2013 included within the definition of the Master Lease, the "Guaranty"). UR of MD confirms its obligations and the obligations of the Merged Entities under the Guaranty upon consummation of the Mergers.

Section 6: The directors and officers of UR of MD immediately prior to the Effective Date shall be the directors and officers of UR of MD as of the Effective Date, with each director and officer retaining his or her respective positions(s).

Section 7: This Agreement may be executed in counterparts, each of which shall be deemed an original but which together shall constitute one and the same instrument.

Section 8: This Agreement shall be governed by and construed in accordance with the laws of the State of Maryland without regard to the applicable principles of conflicts of laws thereof that require the application of the laws of any other jurisdiction.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

UR OF INNER HARBOR MD, INC.

By: 

Name: Louie Psallidas

Title: Senior Vice President-Finance
and Treasurer

Each of the Merging Entities set forth on
Exhibit A:

By: 

Name: Louie Psallidas

Title: Senior Vice President-Finance
and Treasurer

EXHIBIT A

B.S. Acquisition Corp., a New Jersey corporation
Paramus Uno, Inc., a New Jersey corporation
Pizzeria Uno of Paramus, Inc., a New Jersey corporation
Uno of New Jersey, Inc., a New Jersey corporation
Pizzeria Uno of Reston, Inc., a Virginia corporation
SLA Lake Mary, Inc., a Florida corporation
Uno of Daytona, Inc., a Florida corporation
UR of Danbury CT, Inc., a Connecticut corporation