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Division of Corporations

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MERGER OR SHARE EXCHANGE

GONDOLIER PIZZA INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	1
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Mergers/CC (12.18.06)

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**ARTICLES OF MERGER OF
GONDOLIER PIZZA INTERNATIONAL, INC., a Georgia Corporation,
WITH AND INTO
GONDOLIER PIZZA INTERNATIONAL, INC., a Florida Corporation**

Pursuant to Sections 607.1105 and 607.1109 of the Florida Business Corporation Act (the "Act"), **GONDOLIER PIZZA INTERNATIONAL, INC.**, a Florida corporation ("Gondolier Florida"), and **GONDOLIER PIZZA INTERNATIONAL, INC.**, a Georgia corporation ("Gondolier Georgia"), hereby submit the following Articles of Merger:

FIRST. The name and state of incorporation of each corporation party to the Merger (as defined herein) is:

<u>Name</u>	<u>State of Incorporation</u>
Gondolier Pizza International, Inc.	Florida
Gondolier Pizza International, Inc.	Georgia

SECOND. The name and jurisdiction of the surviving corporation is "Gondolier Pizza International, Inc.," a Florida corporation.

THIRD. The Plan of Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.

FOURTH. The Plan was duly adopted and approved by the Board of Directors of Gondolier Florida on October 10, 2006. The Plan did not require approval by the shareholders of Gondolier Florida pursuant to Section 607.1103(7) of the Act.

FIFTH. The Plan was duly adopted and approved by the Board of Directors of Gondolier Georgia on October 10, 2006, and was duly adopted and approved by the shareholders of Gondolier Georgia on October 10, 2006.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, each of the undersigned has caused its duly authorized representative to execute these Articles of Merger as of this 10 day of October, 2006.

"Gondolier Florida"

GONDOLIER PIZZA INTERNATIONAL, INC.,
a Florida corporation

By: Bill Sioutis
Name: Bill Sioutis
Title: Pres.

"Gondolier Georgia"

GONDOLIER PIZZA INTERNATIONAL, INC.,
a Georgia corporation

By: Bill Sioutis
Name: Bill Sioutis
Title: Pres.

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Exhibit A
Plan of Merger

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and entered into this 10 day of October, 2006, by and between GONDOLIER PIZZA INTERNATIONAL, INC., a Florida corporation ("Gondolier Florida"), and GONDOLIER PIZZA INTERNATIONAL, INC., a Georgia corporation ("Gondolier Georgia").

WITNESSETH:

WHEREAS, the parties hereto desire to merge Gondolier Georgia with and into Gondolier Florida upon the terms and subject to the conditions set forth herein (the "Merger");

NOW, THEREFORE, FOR AND IN CONSIDERATION of the premises, the mutual promises, covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE I THE MERGER

1.1 The Merger. Subject to and in accordance with the terms and conditions set forth in this Agreement, at the Effective Time (as defined in Section 1.4 hereof), Gondolier Georgia shall be merged with and into Gondolier Florida, and Gondolier Florida shall be the surviving corporation (the "Surviving Corporation") in the Merger, and the separate existence of Gondolier Georgia shall thereupon cease. The Surviving Corporation shall have the name "Gondolier Pizza International, Inc." and shall be a Florida corporation. The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act (the "Act") and Section 14-2-1106 of the Georgia Business Corporation Code (the "Code").

1.2 Articles of Merger. Contemporaneously with the execution of this Agreement, the Surviving Corporation and Gondolier Georgia shall execute articles of merger (the "Articles of Merger") in the form attached hereto as Exhibit A, and, as soon as practicable thereafter, the Surviving Corporation shall file the executed Articles of Merger with the Department of State of the State of Florida, Corporations Division, in accordance with Section 607.1105 of the Act.

1.3 Certificate of Merger. Contemporaneously with the execution of this Agreement, the Surviving Corporation shall execute a certificate of merger (the "Certificate of Merger") in the form attached hereto as Exhibit B, and, as soon as practicable thereafter, the Surviving Corporation shall file the executed Certificate of Merger with the Secretary of State of the State of Georgia in accordance with Section 14-2-1105(b) of the Code.

1.4 Effective Time. The Merger shall become effective in Florida and Georgia upon the filing of the Articles of Merger and the Certificate of Merger (the "Effective Time").

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5.2 Binding Effect. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

5.3 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF, the undersigned have caused their respective duly authorized representatives to execute this Agreement as of the day and year first above written.

"Gondolier Florida"

GONDOLIER PIZZA INTERNATIONAL, INC.,
a Florida corporation

By: Bill Sioutis
Name: Bill Sioutis
Title: Pres.

"Gondolier Georgia"

GONDOLIER PIZZA INTERNATIONAL, INC.,
a Georgia corporation

By: Bill Sioutis
Name: Bill Sioutis
Title: Pres.

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Exhibit A
Articles of Merger

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**ARTICLES OF MERGER OF
GONDOLIER PIZZA INTERNATIONAL, INC., a Georgia Corporation,
WITH AND INTO
GONDOLIER PIZZA INTERNATIONAL, INC., a Florida Corporation**

Pursuant to Sections 607.1105 and 607.1109 of the Florida Business Corporation Act (the "Act"), GONDOLIER PIZZA INTERNATIONAL, INC., a Florida corporation ("Gondolier Florida"), and GONDOLIER PIZZA INTERNATIONAL, INC., a Georgia corporation ("Gondolier Georgia"), hereby submit the following Articles of Merger:

FIRST. The name and state of incorporation of each corporation party to the Merger (as defined herein) is:

<u>Name</u>	<u>State of Incorporation</u>
Gondolier Pizza International, Inc.	Florida
Gondolier Pizza International, Inc.	Georgia

SECOND. The name and jurisdiction of the surviving corporation is "Gondolier Pizza International, Inc.," a Florida corporation.

THIRD. The Plan of Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.

FOURTH. The Plan was duly adopted and approved by the Board of Directors of Gondolier Florida on October 10, 2006. The Plan did not require approval by the shareholders of Gondolier Florida pursuant to Section 607.1103(7) of the Act.

FIFTH. The Plan was duly adopted and approved by the Board of Directors of Gondolier Georgia on October 10, 2006, and was duly adopted and approved by the shareholders of Gondolier Georgia on October 10, 2006.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, each of the undersigned has caused its duly authorized representative to execute these Articles of Merger as of this 10 day of October, 2006.

"Gondolier Florida"

GONDOLIER PIZZA INTERNATIONAL, INC.,
a Florida corporation

By: Bill Sioutis
Name: Bill Sioutis
Title: Pres.

"Gondolier Georgia"

GONDOLIER PIZZA INTERNATIONAL, INC.,
a Georgia corporation

By: Bill Sioutis
Name: Bill Sioutis
Title: Pres.

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Exhibit B
Certificate of Merger

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**CERTIFICATE OF MERGER OF
GONDOLIER PIZZA INTERNATIONAL, INC., a Georgia Corporation
WITH AND INTO
GONDOLIER PIZZA INTERNATIONAL, INC., a Florida Corporation**

Pursuant to Section 14-2-1105(b) of the Georgia Business Corporation Code (the "Code"), the undersigned hereby certifies in connection with the merger (the "Merger") of GONDOLIER PIZZA INTERNATIONAL, INC., a Georgia corporation ("Gondolier Georgia"), with and into GONDOLIER PIZZA INTERNATIONAL, INC., a Florida corporation ("Gondolier Florida") as follows:

1. The name and state of incorporation of each corporation party to the Merger is:

<u>Name</u>	<u>State of Incorporation</u>
Gondolier Pizza International, Inc.	Florida
Gondolier Pizza International, Inc	Georgia

2. The name of the surviving corporation shall be "Gondolier Pizza International, Inc.," a Florida corporation.

3. The Plan and Agreement of Merger (the "Plan") was duly adopted and approved by the Board of Directors of Gondolier Florida on October 10, 2006. The Plan did not require approval by the shareholders of Gondolier Florida pursuant to Section 607.1103(7) of the Florida Business Corporation Act (the "Act").

4. The Plan was duly adopted and approved by the Board of Directors of Gondolier Georgia on October 10, 2006, and was duly adopted and approved by the shareholders of Gondolier Georgia on October 10, 2006.

5. The executed Plan is on file at the principal place of business of the surviving corporation, which is located at 674 Gulfview Boulevard South, Clearwater, Florida 33767.

6. A copy of the Plan will be furnished by the surviving corporation, on request and without cost, to any shareholder of either Gondolier Florida or Gondolier Georgia.

7. A request for publication of notice of filing the certificate of merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the Code.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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IN WITNESS WHEREOF, the undersigned, as the surviving corporation in the merger, has caused its duly authorized representative to execute this Certificate of Merger as of this ____ day of October, 2006.

GONDOLIER PIZZA INTERNATIONAL, INC.,
a Florida corporation

By: Bill Sioutis
Name: Bill Sioutis
Title: pres.