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MERGER OR SHARE EXCHANGE

MOE'S JACKSONVILLE, INC.

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# ARTICLES OF MERGER

OF

**MOE'S JACKSONVILLE, LLC**  
a Florida limited liability company

601-14177

INTO

**MOE'S JACKSONVILLE, INC.**  
a Florida corporation

804-69894

Pursuant to the provisions of Sections 607.1105 and 608.4382, Florida Statutes, the undersigned entities certify as follows:

**FIRST:** The names of the entities that are parties to the merger are Moe's Jacksonville, Inc., a Florida corporation, and Moe's Jacksonville, LLC, a Florida limited liability company.

**SECOND:** Moe's Jacksonville, Inc. shall be the surviving entity.

**THIRD:** The Plan of Merger (the "Plan of Merger") was approved by the board of directors and shareholder of Moe's Jacksonville, Inc. by Unanimous Written Consents on April 27, 2004 in accordance with Florida Statutes, Chapter 607, and by Written Consent of the Manager and Member of Moe's Jacksonville, LLC on April 27, 2004 in accordance with Florida Statutes, Chapter 608.

**FOURTH:** A copy of the Plan of Merger as approved by the board of directors of Moe's Jacksonville, Inc. and by the Manager and Member of Moe's Jacksonville, LLC is attached hereto as Exhibit A.

**FIFTH:** The merger shall become effective on April 30, 2004 at 11:59 p.m.

**DATED** April 29, 2004.

**MOE'S JACKSONVILLE, INC.**

By: \_\_\_\_\_  
Jon Gordon, President

**MOE'S JACKSONVILLE, LLC**

By: \_\_\_\_\_  
Jon Gordon, Manager

EFFECTIVE DATE  
4-30-04

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**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**MOE'S JACKSONVILLE, LLC**  
**(a Florida limited liability company)**  
**INTO**  
**MOE'S JACKSONVILLE, INC.**  
**(a Florida corporation)**

This PLAN OF MERGER dated April 29, 2004 is made by and between Moe's Jacksonville, LLC a Florida limited liability company ("Moe's Jacksonville"), and Moe's Jacksonville, Inc., a Florida corporation (the "Corporation").

WHEREAS, Moe's Jacksonville owns 100% of the issued and outstanding shares of common stock of the Corporation; and

WHEREAS, the Board of Directors of the Corporation and the Manager and Member of Moe's Jacksonville deem it advisable and in the best interest of Moe's Jacksonville and the Corporation and their respective shareholders and members to merge Moe's Jacksonville with and into the Corporation, with the Corporation designated as the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Moe's Jacksonville and the Corporation shall be merged with and into a single corporation, with the Corporation being the surviving corporation from and after the effective time of the merger, and thereupon the separate existence of Moe's Jacksonville shall cease.
2. The Certificate of Incorporation of the Corporation shall continue to be the Certificate of Incorporation of the surviving corporation until amended as therein provided.
3. The Bylaws of the Corporation shall continue to be the bylaws of the surviving corporation until changed, altered or amended as therein provided.
4. The following individual shall serve as director of the Corporation from and after the effective time of the merger until his successor is elected and qualified or his earlier resignation or removal:

Jon Gordon

5. From and after the effective time of the merger, (i) the issued and outstanding Units of Moe's Jacksonville immediately prior to the merger shall automatically, and without any action on the part of the holders thereof, be converted into one hundred shares, in the aggregate, of Common Stock of the Corporation.

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6. From and after the effective time of the merger, each issued and outstanding share of common stock of the Corporation immediately prior to the effective time of the merger shall be cancelled.

7. The members of the Corporation who dissent from the merger, pursuant to Section 608.4384 of the Florida Statutes, are entitled to be paid the fair value of their units if they comply with the provisions of Chapter 608 of the Florida Statutes regarding the rights of dissenting members.

8. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida upon a majority vote of the Board of Directors of the Corporation or the manager and member of Moe's Jacksonville.

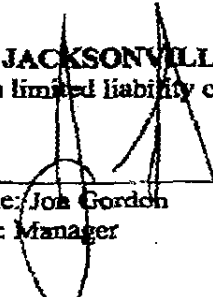
9. Pursuant to the Florida Business Corporation Act, this Plan of Merger has been approved by resolutions duly adopted by the shareholder and by the Board of Directors of the Corporation and, pursuant to the Florida Limited Liability Company Act, by the manager and member of Moe's Jacksonville.

IN WITNESS WHEREOF, the undersigned have set their hands, this 29<sup>th</sup> day of April, 2004.

**MOE'S JACKSONVILLE, INC.,**  
a Florida corporation

By:   
Name: Jon Gordon  
Title: President

**MOE'S JACKSONVILLE, LLC,**  
a Florida limited liability company

By:   
Name: Jon Gordon  
Title: Manager

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