

P04000069897

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000093831 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FILED
04 APR 29 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FL

RECEIVED
04 APR 29 PM 2:39
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

STEAK AND ALE OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

Merger
4/30/04

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
STEAK AND ALE OF FLORIDA, INC.	FLORIDA	P04 000069897

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
STEAK AND ALE OF FLORIDA, INC.	NEVADA	829123
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 in the future.)

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 April 19, 2004

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 APRIL 19, 2004

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)

FILED
04 APR 29 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR-29-2004 14:23

CT CORPORATION

P.03/08

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

STEAK AND ALE OF
FLORIDA, INC. (NEVADA)

X

ROBIN CHAMBERLAIN EXECUTIVE VP

STEAK AND ALE OF
FLORIDA, INC. (FLORIDA)

X

ROBIN CHAMBERLAIN EXECUTIVE VP

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

Name

STEAK AND ALE OF FLORIDA, INC.

Jurisdiction

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

STEAK AND ALE OF FLORIDA, INC.

Jurisdiction

NEVADA

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

Steak and Ale of Florida, Inc., a Nevada corporation (the "Nevada Corporation"), shall be merged with and into Steak and Ale of Florida, Inc., a Florida corporation (the "Florida Corporation"), and the separate corporate existence of the Nevada Corporation shall cease as of the effective date of the Merger. The Florida corporation shall be the surviving corporation (the "Surviving Corporation") in the merger and shall continue its corporate existence under the laws of the State of Florida. The Articles of Incorporation and Bylaws of the Florida Corporation in effect immediately prior to the effective date of the merger shall be Articles of Incorporation and Bylaws of the Surviving Corporation, and the officers and directors of the Florida Corporation shall be the officers and directors of the Surviving 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:

SEE INSERT 2 ON ATTACHED PAGE.

(Attach additional sheets if necessary)

Insert 2

Each share of Common Stock of the Nevada Corporation that shall be issued as of the effective date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, automatically be canceled. The certificate or certificates representing, prior to the effective date of the merger, the issued and outstanding shares of the Common Stock of the Nevada Corporation held by each holder thereof shall, from and after the effective date of the merger, be deemed for all purposes to have been canceled.

Each share of Common Stock of the Florida Corporation that shall be issued and outstanding immediately prior to the effective date of the merger shall remain issued and outstanding as a share of Common Stock of the Surviving Corporation.

The stock transfer books of the Nevada Corporation shall be closed as of the close of business on the effective date of the merger, and no transfer of record of any shares of stock of the Nevada Corporation shall take place thereafter. After the effective date of the Merger, each holder of a certificate that prior thereto represented shares of the Common Stock of the Nevada Corporation shall surrender such certificates to the Surviving Corporation.