

# P04000108576

Florida Department of State  
Division of Corporations  
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From:

Account Name : GERALD WEINBERG, P.C.  
Account Number : 120030000043  
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**MERGER OR SHARE EXCHANGE**

**FRANCHISE Z GROUP, INC.**

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DIVISION OF CORPORATIONS

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*Merger*  
*7/26/04*  
*DC*



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 23, 2004

FRANCHISE Z GROUP, INC.  
127 WEST CHURCH STREET  
ORLANDO, FL 32801

SUBJECT: FRANCHISE Z GROUP, INC.  
REF: P04000108576

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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PLEASE ADD THE PERIOD AFTER THE WORD INC IN THE NAME OF THE SURVIVING CORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Document Specialist

FAX Aud. #: H04000152261  
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
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127 WEST CHURCH STREET  
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Document Specialist

FAX Aud. #: H04000152261  
Letter Number: 604A00046700

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, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/applicable)
<u>FRANCHISE Z GROUP, INC.</u>	<u>FLORIDA</u>	<u>PD4000708516</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/applicable)
<u>FRANCHISE Z GROUP, INC.</u>	<u>NEW YORK</u>	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 7/1/04

The Plan of Merger was adopted by the board of directors of the surviving corporation on 7/1/04 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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 7/1/04 and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL-23-04 FRI 03:40 PM GERALD WEINBERG PC

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P. 03

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**Signature FOR EACH CORPORATION**

**Name of Corporation**

**Signature**

**Print or Typed Name of Individual & Title**

FRANCHISE Z  
GROUP, INC.

Robert Del Vecchio

ROBERT DEL VECCHIO  
PRESIDENT

**PLAN OF MERGER**  
(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction
<u>FRANCHISE Z GROUP, INC.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction
<u>FRANCHISE Z GROUP, INC.</u>	<u>N.Y.</u>
_____	_____
_____	_____
_____	_____
_____	_____

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

FLORIDA CORPORATION WILL ASSUME ALL  
LIABILITIES OF N.Y. CORP. & WILL ABSORB ALL ASSETS.

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:

ALL SHARES OF BOTH CORPORATIONS ARE HELD  
(Attach additional sheets if necessary)  
BY SAME PARTIES.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows: