

PO5000045514

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EFFECTIVE DATE

1-1-06

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**George E. Loomis**

**Attorney at Law**

**811 North Spring Street  
Pensacola, Florida 32501**

**Vox: 850-444-9333  
Fax: 850-444-9469**

November 3, 2005

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Tre Fratelli Restaurant, Inc.  
Document #: P05000045514

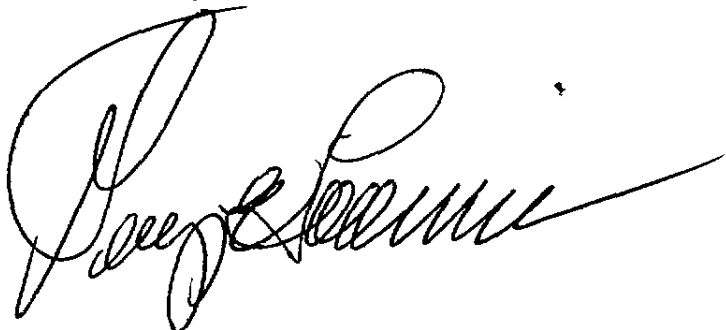
Dear Division:

Enclosed are the original and a duplicate copy of the Articles of Merger under which Breezes Coastal Café, Inc. (Document #: P95000079209), the absorbed corporation, was merged into Tre Fratelli Restaurant, Inc. (Document #: P05000045514), the surviving corporation.

Also enclosed is my check in the amount of \$35.00 for the filing fee regarding these Articles. Please date stamp the duplicate copy and return it to me in the enclosed envelope.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "George E. Loomis", written in a cursive style.

George E. Loomis

GEL/gel  
Enclosures  
cc: Tre Fratelli Restaurant, Inc.

**George E. Loomis**

**Attorney at Law**

811 North Spring Street  
Pensacola, Florida 32501

Vox 850-444-9333  
Fax 850-444-9469

August 16, 2001

Florida Department of State  
Division of Corporations  
ATTN. Thelma Sheppard  
P. O. Box 6327  
Tallahassee, FL 32314

Rec'd 11/14/05  
DOS  
(7B)

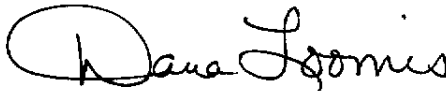
Re: Tre Fratelli Restaurant, Inc. - Doc. #P05000045514

Dear Ms. Sheppard:

Pursuant to our conversation this date, enclosed is an additional check in the amount of \$35.00 for the merger fee.

Thanks for your help on this matter.

Sincerely,



Dana H. Loomis  
Legal Assistant to  
George E. Loomis

dhl  
enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2005 NOV 14 PM 2:12

EFFECTIVE DATE

1-1-06

**ARTICLES OF MERGER  
OF**

***TRE FRATELLI RESTAURANT, INC.***

(Document #: P05000045514)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are TRE FRATELLI RESTAURANT, INC. (Document Number: P05000045514) and BREEZES COASTAL CAFE, INC. (Document Number: P95000079209).

TRE FRATELLI RESTAURANT, INC., is the surviving corporation.

2. On November 2, 2005, the attached Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act and provides: that the 1000 shares of BREEZES COASTAL CAFE, INC. shall be converted to 30 shares of TRE FRATELLI RESTAURANT, INC.; that the Articles of Incorporation for TRE FRATELLI RESTAURANT, INC., shall continue to be the Articles after the merger is effective; that the officers and directors of TRE FRATELLI RESTAURANT, INC., shall continue as the officers and directors of the surviving corporation; that the merger shall become effective January 1, 2006.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Corporation	Total Shares Outstanding	Class	Number Of Shares
TRE FRATELLI RESTAURANT, INC.	45	Common	45
BREEZES COASTAL CAFE, INC.	1,000	Common	1,000

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote as a class, the number of shares voted for and against the plan, respectively, are as follows:


Corporation	Total Shares		Class - Common	
	Voted For	Voted Against	Voted For	Voted Against
TRE FRATELLI RESTAURANT, INC.	45	0	45	0
BREEZES COASTAL CAFÉ, INC.	1,000	0	1,000	0

The shareholders of TRE FRATELLI RESTAURANT, INC., adopted the plan of merger on November 2, 2005.


The shareholders of BREEZES COASTAL CAFE, INC., adopted the plan of merger on November 2, 2005.

Dated this 2<sup>nd</sup> day of November, 2005.

**TRE FRATELLI RESTAURANT, INC.**

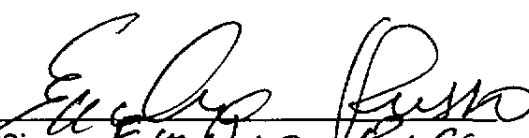
By:   
Name: Enrico Russo  
Its: President

ATTEST:


By:   
Name: MARIO RUSSO  
Its: Secretary

Corporate Seal

**BREEZES COASTAL CAFE, INC.**

By:   
Name: Enrico Russo  
Its: President

ATTEST:

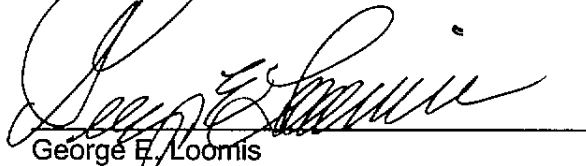
By:   
Name: MARIO RUSSO  
Its: Secretary

Corporate Seal

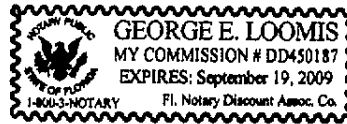
**ACKNOWLEDGMENT OF TRE FRATELLI RESTAURANT, INC.**

State of Florida  
County of Escambia

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of November, 2005, by Emilio Russo and Mario Russo, the President and Secretary, respectively of Tre Fratelli Restaurant, Inc., who are personally known to me.



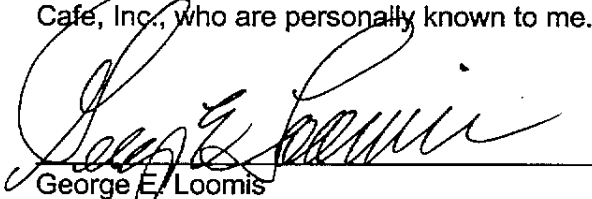
George E. Loomis  
Notary Public, State of Florida  
Comm. No: DD450187  
Comm. Expires: Sept. 19, 2009.



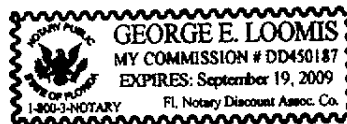
**ACKNOWLEDGMENT OF BREEZES COASTAL CAFÉ, INC.**

State of Florida  
County of Escambia

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of November, 2005, by Emilio Russo and Mario Russo, the President and Secretary, respectively of Breezes Coastal Cafe, Inc., who are personally known to me.



George E. Loomis  
Notary Public, State of Florida  
Comm. No: DD450187  
Comm. Expires: Sept. 19, 2009.



**TRE FRATELLI RESTAURANT, INC.**

(Document #: P05000045514)

**&**

**BREEZES COASTAL CAFE, INC.**

(Document #: P95000079209)

**PLAN OF MERGER**

**PLAN OF MERGER** dated this 2<sup>nd</sup> day of November, 2005, between TRE FRATELLI RESTAURANT, INC., referred to as the surviving corporation, and BREEZES COASTAL CAFE, INC., referred to as the absorbed corporation.

**STIPULATIONS**

A. Surviving corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 304 South Alcaniz Street, Pensacola, Florida 32502.

B. Surviving corporation has a capitalization of 100 authorized shares of \$0.00 par common stock, of which 45 shares are issued and outstanding.

C. Absorbed corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 304 South Alcaniz Street, Pensacola, Florida 32502.

D. Absorbed corporation has a capitalization of 1,000 authorized shares of \$0.00 par common stock of which 1000 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that BREEZES COASTAL CAFE, INC., be merged into TRE FRATELLI RESTAURANT, INC., pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

**IN CONSIDERATION OF THE MUTUAL COVENANTS**, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

**Section One. Merger.** BREEZES COASTAL CAFE, INC., the absorbed corporation, shall merge with and into TRE FRATELLI RESTAURANT, INC., which shall be the surviving corporation.

**Section Two. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section Three. Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares, rights, obligations, and other securities of the surviving corporation is as follows:

(a) The one thousand shares of the common stock of absorbed corporation issued and outstanding on the effective date of the merger shall be converted into thirty shares of the common stock of surviving corporation, which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

**Section Four. Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

**Section Five. Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

**Section Six. Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section Seven. Prohibited Transactions.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

**Section Eight. Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before November 30, 2005, or at such other time as to which the boards of directors of the constituent corporations may agree.

**Section Nine. Effective Date of Merger.** The effective date of this merger shall be January 1, 2006.

**Section Ten. Abandonment of Merger.** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:


(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before November 30, 2005, or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

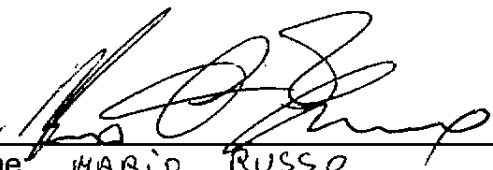
**Section Eleven. Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

**EXECUTED** on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

**TRE FRATELLI RESTAURANT, INC.**

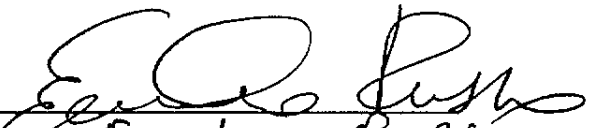
By:   
Name: Enrico Russo  
Its: President

ATTEST:


By:   
Name: MARIO RUSSO  
Its: Secretary

Corporate Seal

**BREEZES COASTAL CAFE, INC.**

By:   
Name: Enrico Russo  
Its: President

ATTEST:

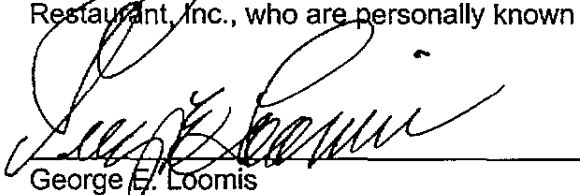
By:   
Name: MARIO RUSSO  
Its: Secretary

Corporate Seal

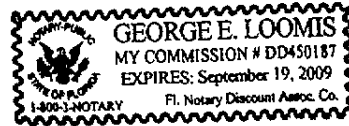
**ACKNOWLEDGMENT OF TRE FRATELLI RESTAURANT, INC.**

State of Florida  
County of Escambia

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of November, 2005, by Emilio Russo and Mario Russo, the President and Secretary, respectively of Tre Fratelli Restaurant, Inc., who are personally known to me.



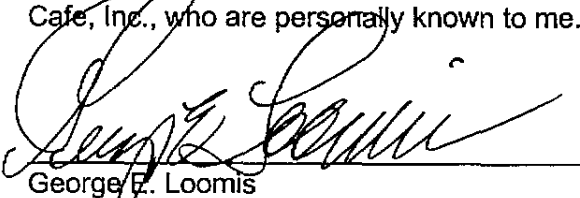
George E. Loomis  
Notary Public, State of Florida  
Comm. No: DD450187  
Comm. Expires: Sept. 19, 2009.



**ACKNOWLEDGMENT OF BREEZES COASTAL CAFÉ, INC.**

State of Florida  
County of Escambia

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