

DEC. 7. 2007 3:56PM

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NO. 479

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P06000145220

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

AWA III STEAKHOUSES, INC.

Certificate of Status	0
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Amanda Hadden ext 2985

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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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AWA III Steakhouses, Inc.	Florida	P06000145220

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AWA III Steakhouses, Inc.	California	2176278

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 after merger file date.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
November 17, 2006 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 November 30, 2006

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)

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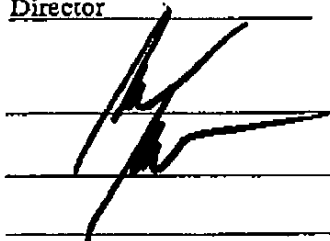
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

AWA III Steakhouses, Inc.



A. William Allen III, President

AWA III Steakhouses, Inc.

A. William Allen III, President

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PLAN OF MERGER (Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>AWA III Steakhouses, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>AWA III Steakhouses, Inc.</u>	<u>California</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

AWA III Steakhouses, Inc., a California corporation, shall merge with and into AWA III Steakhouses, Inc., a Florida corporation, pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1968, as amended and in accordance with Section 607.1101 of the Florida Business Corporation Act and Section 1100, et seq. of the California Corporations Code. Each issued and outstanding share of stock of the California corporation shall be converted into one share of stock of the Florida corporation. All debts, liabilities and obligations of the California corporation shall be assumed by the Florida 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:

Each share of stock of the California corporation outstanding on the effective dated of the merger shall be converted into one share of stock of the Florida corporation.

(Attach additional sheets if necessary)