

P08000029473

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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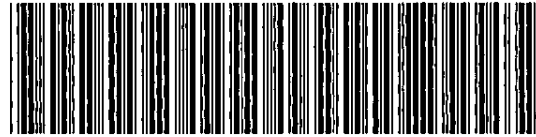
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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*Merger*

01/12/09--01005--006 \*\*78.75

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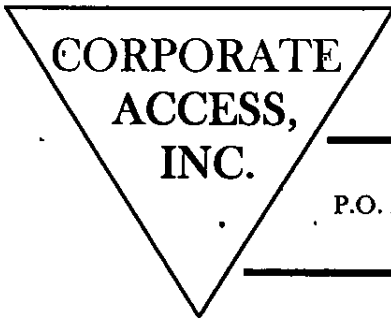
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

2009 JAN 12 PM 2:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*1/12/09*  
*AR*



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## WALK IN

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1/12/09 Emily



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CUS



FILING

Merger

1.

Philly Westshore Franchising Enterprises, Inc.  
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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**ARTICLES OF MERGER**  
(Profit Corporations)

**FILED**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

2009 JAN 12 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Philly Westshore Franchising Enterprises, Inc.	Florida	P08000029473

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Philly Westshore Franchise Corp.	Florida	P02000077286

**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** 1 / 12 / 2009 (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 December 29, 2008.

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 December 29, 2008.

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)

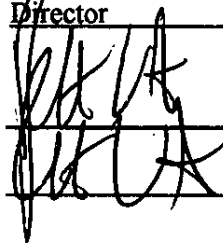
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

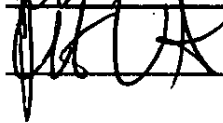
Typed or Printed Name of Individual & Title

Philly Westshore Franchising Enterprises, Inc.



Robert Vasaturo, President

Philly Westshore Franchise Corp.



Robert Vasaturo, President

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PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger, hereinafter called the "Agreement," dated as of the 29 day of December, 2008, by and between PHILLY WESTSHORE FRANCHISING ENTERPRISES, INC., hereinafter referred to as "PWFE," and PHILLY WESTSHORE FRANCHISE CORP., hereinafter referred to as "PWFC," all being Florida corporations, as follows:

Plan of Reorganization. This reorganization shall be a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

W I T N E S S E T H :

WHEREAS, PWFC is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on the 16th day of July, 2002; and,

WHEREAS, PWFE is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on the 20th day of March, 2008; and

WHEREAS, the authorized capital stock of PWFC consists of 7,500 shares of common stock at par value of \$1.00 per share; and,

WHEREAS, the authorized capital stock of PWFE consists of 1,000,000 shares of common stock at par value of \$.01 per share; and

WHEREAS, the terms and conditions of the merger herein set forth, were advised, authorized and approved by the Stockholders and Directors of PWFE and the Stockholders and Directors of PWFC in the manner and by the vote required by the respective charters of each company, and the provisions of the Florida Business Corporation Act of the State of Florida, with the merger being approved in the manner hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereby agree in accordance with the applicable provisions of the Internal Revenue Code of 1986, as amended, and the laws of the State of Florida, that the merger pursuant to Internal Revenue Code Section 368(a) shall be effectuated and carried out with PWFC merging into PWFE so as to form a single corporation, to wit: PWFE, a Florida corporation, with PWFE continuing its corporation existence and being the surviving corporation of the merger (said corporation hereinafter being sometimes referred to as the surviving corporation), with each share of PWFC upon the effective date of the merger being exchanged for one share of PWFE. The terms and conditions of the merger hereby agreed upon (hereinafter called the "Merger"), which the parties covenant to observe, keep and perform,

and the mode of carrying the same into effect, are and shall be as hereafter set forth.

## ARTICLE I

### EFFECTIVE TIME OF THE MERGER

At the effective time of the Merger, the separate existence of PWFC shall cease and PWFC shall be merged into the surviving corporation. Consummation of this Agreement shall be effective on January 12, 2009, and said Articles of Merger, shall be filed in the office of the Secretary of State of the State of Florida. All of the respective requirements of the applicable laws of said State's prerequisite to such filings shall be satisfied.

## ARTICLE II

### GOVERNING LAW; CERTIFICATE OF INCORPORATION

The laws which are to govern the surviving corporation are the laws of the State of Florida.

## ARTICLE III

### BYLAWS

The Bylaws of PWFE at the effective time of the Merger shall be the Bylaws of the surviving corporation until the same shall be altered or amended in accordance with the provisions thereof.

## ARTICLE IV

### DIRECTORS AND OFFICERS

The Directors of PWFE, at the effective time of the Merger shall be the Directors of the surviving corporation until the respective successors are duly elected and qualified. Subject to the authority of the Board of Directors as provided by law and the Bylaws of the surviving corporation, the officers of PWFE at the effective time of the Merger shall be the officers of the surviving corporation.

## ARTICLE V

### CONVERSION OF SHARES IN MERGER

The mode of carrying into effect the Merger provided in this Agreement and the manner and basis of converting the shares of PWFC into shares of PWFE are as follows:

A. PWFE, common stock. None of the shares of common stock par value \$.01 per share of PWFE issued and outstanding as of the effective time of Merger shall be converted as a result of the Merger, but all of such shares shall remain issued shares of common stock of the surviving corporation.

B. PWFC, common stock. At the effective time of the Merger, each share of PWFC common stock par value \$1.00 per share issued and outstanding shall be exchanged for one share of PWFE common stock par value \$.01 per share.

C. Surrender of PWFC certificates. As soon as practicable after the Merger becomes effective, the stock certificates representing the common stock of PWFC as issued and outstanding at the time the Merger becomes effective shall be surrendered for exchange as above provided. Until so surrendered for exchange, each said stock certificate nominally representing common stock of PWFC shall be deemed for all corporate purposes to be cancelled as of the effective date of the Merger.

#### ARTICLE VI

##### EFFECT OF THE MERGER

At the effective time of the Merger, the surviving corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises, both of a public and private nature, and be subject to all restrictions, liabilities and duties of each of the corporations, and all property, real, personal or mixed, belonging to each of said corporations shall be vested in the surviving corporation; and all property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the respective corporations, and the title to any property vested by deed, bill of sale or otherwise in either of the corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities and duties of said corporations respectively shall henceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties were incurred or contracted for by the surviving corporation.

## ARTICLE VII

### ACCOUNTING MATTERS

The assets and liabilities of the corporations as of the effective time of the Merger shall be taken upon the books of the surviving corporation at the amount which they shall be carried at that time on the books of the respective corporations. Surplus of the surviving corporation after the Merger, including any surplus arising in the Merger, shall be available to be used for any legal purposes for which surplus may be used by the surviving corporation.

## ARTICLE VIII

### APPROVAL OF SHAREHOLDERS; FILING OF CERTIFICATE OF MERGER

The terms and conditions of the Merger herein set forth were duly advised, authorized and approved in respect of PWFE, in the manner and by the vote required by the charter of said corporation by the laws of the State of Florida, and said Merger was approved, as follows: the Board of Directors and Stockholder of PWFE adopted a resolution declaring that the Merger of PWFC into PWFE is advisable on substantially the terms and conditions set forth in and referred to in said resolution. Said resolution of the Board of Directors and Stockholders was adopted by written consents on the 29 day of December, 2008, by all the members of the Board of Directors and its Stockholder without a meeting.

The terms and conditions of the Merger herein set forth were advised, authorized and approved by the Directors and Stockholder of PWFC, in the manner and by the vote required by its Articles of Incorporation for the State of Florida, and said Merger was approved, as follows: the Board of Directors and Stockholder of PWFC adopted a resolution declaring that the Merger of PWFC into PWFE is advisable on substantially the terms and conditions set forth in and referred to in said resolution. Said resolution of the Board of Directors and sole Stockholder was adopted by written consents signed on the 29th day of December, 2008, by all of the members of the Board of Directors and its Stockholder, without a meeting.

With respect to PWFC, all conditions required by the laws of the State of Florida applicable to the proposed Merger have been satisfied. With respect to PWFE, all conditions required by the laws of the State of Florida applicable to the proposed Merger have been satisfied.



IN WITNESS WHEREOF, the foregoing Plan and Agreement of Merger having been duly approved or adopted by the Director(s) and Stockholder(s) of each of said corporations in the manner provided by the laws of the State of Florida, the Presidents of said corporations do now execute said Plan and Agreement of Merger by the authority of the Director(s) and Stockholder(s) of each as the act, deed and agreement of each of said corporations on this 29<sup>th</sup> day of December, 2008.

Attest:

By: 

Secretary

By: 

President

DATED: 12/29/09

Attest:

By: 

Secretary

By: 

President

DATED: 12/29/09

PHILLY WESTSHORE FRANCHISING  
ENTERPRISES, INC.,  
a Florida corporation

PHILLY WESTSHORE FRANCHISE CORP.,  
a Florida corporation

STATE OF FLORIDA  
COUNTY OF Hillsborough

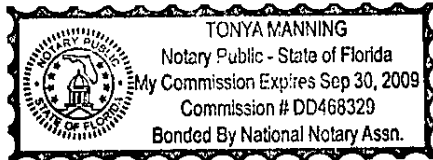
BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared ROBERT VASATURO, President of PHILLY WESTSHORE FRANCHISING ENTERPRISES, INC., to me well known to be the person described in and who executed the foregoing Plan and Agreement of Merger in his capacity as President of said corporation, and he acknowledged to and before me that he executed said Agreement in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 29 day of December, 2008.

*[Signature]*

Tonya Manning (Title)

My Commission Expires: 9-30-09



STATE OF FLORIDA  
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared ROBERT VASATURO, President of PHILLY WESTSHORE FRANCHISE CORP., to me well known to be the person described in and who executed the foregoing Plan and Agreement of Merger in his capacity as President of said corporation, and he acknowledged to and before me that he executed said Agreement in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 29 day of December, 2008.

*[Signature]*

Tonya Manning (Title)

My Commission Expires: 9-30-09

