

P10000003736

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Merge
1/11/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fusion Restaurant Group, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jodi Kobrin
Contact Person

Fusion Restaurant Group, Inc.
Firm/Company

620 Crown Oak Center Drive
Address

Longwood, Florida 32750
City/State and Zip Code

jkobrin@sobiks.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jodi Kobrin At (407) 921-3488
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Fusion Restaurant Group, Inc.</u>	<u>Nevada</u>	<u>E0111242008-4</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Fusion Restaurant Group, Inc.</u>	<u>Florida</u>	<u>P10000003736</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 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 January 4, 2011.

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 January 4, 2011.

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)

[illegible]

Inc. (Nevada)

Joshi Kolerai

Jodi Kobrin, President

Inc. (Florida)

Joel Kobrin

Jodi Kobrin, President

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>Fusion Restaurant Group, Inc.</u>	<u>Nevada</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Fusion Restaurant Group, Inc.</u>	<u>Florida</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:
(See attached, "MERGER AND PLAN OF REORGANIZATION")

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 attached, "MERGER AND PLAN OF REORGANIZATION")
(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
(See attached file-stamped, "Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporation")

OR

Restated articles are attached:
(N/A)

Other provisions relating to the merger are as follows:
(N/A)

MERGER AND PLAN OF REORGANIZATION

Plan of Merger. The following Plan of Merger of the Florida corporation, Fusion Restaurant Group, Inc. (the "Merging Corporation" or "Fusion-Florida") and its counterpart, the Nevada corporation of the same name, Fusion Restaurant Group, Inc. (the "Surviving Corporation" or "Fusion-Nevada"), is adopted pursuant to Chapter 607 of the 2009 Florida Statutes, including, but not limited to Chapter 607.1108, and section 368(a)(1)(A) of the Internal Revenue Code of 1986 as amended:

- a) Fusion Restaurant Group, Inc., the Florida corporation, shall be merged with and into Fusion Restaurant Group, Inc., the Nevada corporation, to exist and be governed by the laws of the State of Nevada.
- b) The name of the Surviving Corporation shall remain Fusion Restaurant Group, Inc., and the headquarters address shall be 620 Crown Oak Center Drive, Longwood, Florida 32750.
- c) At Closing of the Merger, the separate corporate existence of the Fusion-Florida shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of Fusion-Florida and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each Constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- d) The Surviving Corporation will carry on business with the assets of the Merging Corporation, as well as with the assets of itself.
- e) The Shareholders of Fusion-Florida shall surrender all of their Fusion-Florida Shares in the manner hereinafter set forth.
- f) In exchange for all the shares of capital stock of Fusion-Florida, surrendered by its Shareholders, the Surviving Corporation will issue and transfer to these Shareholders, on the basis set forth between the Constituent Corporations, shares of Fusion-Nevada's restricted common stock.
- g) All third party shareholders of Fusion-Nevada will retain their shares as shares of the Surviving Corporation.
- h) (1) Article I of the Articles of Incorporation of Fusion-Nevada shall continue to read: "The name of the Corporation is Fusion Restaurant Group, Inc."

(2) The amended Articles of Incorporation of Fusion-Nevada shall continue in full force as the Articles of Incorporation of the Surviving Corporation until further amended, altered, or repealed as provided in the Articles or as provided by

law.

1.2 Results of Merger. The Constituent Corporations hereby agree that the Merging Corporation shall be merged with, and into, the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease at closing of the Merger.

1.3 Share Exchange. At Closing, the method of carrying the merger into effect shall be as follows: all shares of the outstanding capital stock of the Merging Corporation will be exchanged for shares of the capital stock of the Surviving Corporation per a plan of exchange developed between the Constituent Corporations. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and cancelled on the date of Closing. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

1.4 Approval of Shareholders; No Material Changes. Pursuant to applicable statutory provisions, this merger requires the approval of the shareholders of each of the Constituent Corporations. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

- a) The shareholders of the Surviving Corporation and the Merging Corporation have approved any increase in the number and kind of outstanding shares of capital stock of the Surviving Corporation outstanding connected to this Merger; and
- b) This Agreement does not conflict with or make changes in the Articles of Incorporation or the Bylaws of the Surviving Corporation.

1.5 Record Date of Merger. The record date of the Merger shall be the date it is filed with the Secretary of State of Florida.

1.6 Exemption from Registration. The parties hereto intend that all shares of capital stock of Fusion-Nevada shall be restricted pursuant to Rule 144, and exempt from the registration requirements of the Securities Act of 1933, as amended.

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings



OFFICE OF THE
SECRETARY OF STATE

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

NEVADA BUSINESS SERVICES
1805 N CARSON STREET SUITE X
CARSON CITY, NV 89701

Job: C20101217-0135
January 4, 2011

Special Handling Instructions:
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Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Amendment	20100932703-87	12/14/2010 8:00:00 AM	1	\$175.00	\$175.00
Cert of Existence (good standing - short form)	20100932703-87	12/14/2010 8:00:00 AM	1	\$50.00	\$50.00
Total					\$225.00

Payments

Type	Description	Amount
Credit	00407C 11010469471575	\$225.00
Total		\$225.00

Credit Balance: \$0.00

Job Contents:

File Stamped Copy(s): 1
Certificate of Good Standing Short(s): 1

NEVADA BUSINESS SERVICES
1805 N CARSON STREET SUITE X
CARSON CITY, NV 89701




ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov



090201

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20100932703-87 Filing Date and Time 12/14/2010 8:00 AM Entity Number E0111242008-4
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

BIG APPLE WORLDWIDE, INC.

2. The articles have been amended as follows: (provide article numbers, if available)

ARTICLE I: The name of the Corporation is changed to "FUSION RESTAURANT GROUP, INC."

The principal office shall be: 620 CROWN OAK CENTER DRIVE, LONGWOOD, FLORIDA 32750

ARTICLE III: The capital stock of the Corporation shall consist of 950,000,000 shares, par value .0000001 per share, wherein 945,000,000 shares shall be common stock and 5,000,000 shares shall be preferred stock in one or more series.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 168,525 shares (53.49%)

4. Effective date of filing: (optional)

12/14/10

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X


Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amended Profit-After
Revised: 3-6-09

UNANIMOUS CONSENT OF BOARD OF DIRECTORS
IN LIEU OF SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
BIG APPLE WORLDWIDE, INC.

Pursuant to the authority granted to directors to take action by unanimous written consent pursuant to Section 78.315 of the Nevada General Corporation Law, the Board of Directors (the "Directors") of Big Apple Worldwide, Inc., a Nevada corporation (the "Corporation"), do hereby consent to, adopt, ratify, confirm and approve, as of the date indicated below, the following recitals and resolutions, as evidenced by their signature hereunder:

AMENDMENTS TO ARTICLES OF INCORPORATION

WHEREAS, the Board of Directors of the Corporation believe it is in the best interest of the Corporation and the shareholders thereof that the Corporation to amend its Articles of Incorporation to: (i) change its name to "Fusion Restaurant Group, Inc." (the "Name Change"), (ii) change the address of its principal office to 620 Crown Oak Center Drive, Longwood, Florida 32750, (the "Address Change"), and (iii) amend Article IV of its Articles of Incorporation, to create up to five million (5,000,000) shares of preferred stock in one or more series, the designations and preferences of which to be determined from time to time by the Board of Directors (the "Authorization of Preferred Stock"); and

WHEREAS, the Shareholders of the Corporation (the "Shareholders") have been advised that the Board of Directors believes it is in the best interest of the Corporation that the Name Change, Address Change and Authorization of Preferred Stock be made, the Shareholders on December 7, 2010, authorized and approved the aforementioned changes to effectuate the Name Change, Address Change, and the Authorization of the Preferred Stock including, but not limited to, the designations and preferences of said preferred stock to be determined from time to time by the Board of Directors. In addition, the Shareholders approved and authorized all actions contemplated thereby by these changes.

NOW, THEREFORE, BE IT RESOLVED, THAT the Name Change, Address Change and Authorization of Preferred Stock, and the actions contemplated thereby, are hereby authorized and approved by the Board of Directors of the Corporation.

GENERAL RESOLUTION

BE IT RESOLVED FURTHER, THAT the Board of Directors and Officers of the Corporation are hereby authorized and instructed to take whatever steps necessary to effectuate the above described resolutions.

IN WITNESS WHEREOF, the undersigned, being the sole officer and director of the Corporation has set forth her hand as of this 12th day of December 2010.



Jodi Kobrin President and Sole Director

**WRITTEN CONSENT OF SHAREHOLDER OF
BIG APPLE WORLDWIDE, INC.
IN LIEU OF MEETING OF THE SHAREHOLDERS**

The undersigned shareholder, representing the issued and outstanding shares of Big Apple Worldwide, Inc., a Nevada corporation (the "Company" or the "Corporation") listed below, and entitled to vote thereon (the "Shareholder"), acting pursuant to NRS 78.220, hereby consent to take the following actions and adopt the following resolutions effective as of the date indicated below:

AMENDMENTS TO ARTICLES OF INCORPORATION

WHEREAS, the Shareholder has been advised by the Board of Directors of the Corporation that it is in the best interest of the Corporation and the shareholders thereof that the Corporation amend its Articles of Incorporation to: (i) change its name to "Fusion Restaurant Group, Inc." (the "Name Change"), (ii) change the address of its principal office to 620 Crown Oak Center Drive, Longwood, Florida 32750, (the "Address Change"), and (iii) amend Article IV of its Articles of Incorporation to create up to five million (5,000,000) shares of preferred stock in one or more series, the designations and preferences of which to be determined from time to time by the Board of Directors (the "Authorization of Preferred Stock"); and


WHEREAS, the Shareholders believe it is in the best interest of the Corporation to authorize and approve the amendments to the Articles of Incorporation to effectuate the Name Change, Address Change and the Authorization of Preferred Stock, and the actions contemplated thereby, all as set forth herein.


NOW, THEREFORE, BE IT RESOLVED, THAT the Name Change, Address Change and Authorization of Preferred Stock, and the actions contemplated thereby, are hereby authorized and approved by the Shareholders.

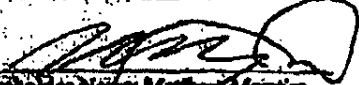
GENERAL RESOLUTION


BE IT RESOLVED FURTHER, THAT the Board of Directors and Officers of the Corporation are hereby authorized and instructed to take whatever steps necessary to effectuate the above described resolutions.

IN WITNESS WHEREOF, the undersigned Shareholders have set forth their hand as of this 7th day of December 2010.

By: 
Shareholder Name: Matt Johnson
No. of Shares: 66,879 (21.17%)

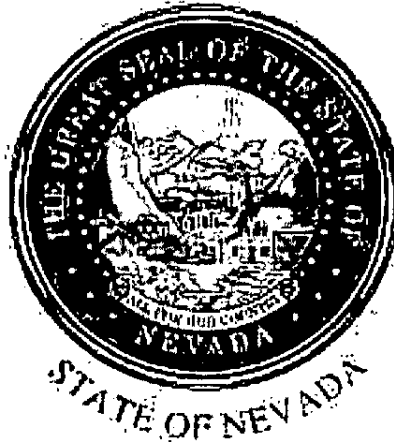
By: 
Shareholder Name: Big Apple Counseling
USA, Inc. by Matt Johnson, President
No. of Shares: 12,473 (11.23%)

By: 
Shareholder Name: Matthew Martinez
No. of Shares: 46,003 (14.87%)

By: 
Shareholder Name: Matt Johnson
No. of Shares: 20,448 (6.42%)

Total No. Shares above: 133,330 (54.49% of total voting shares.)

SECRETARY OF STATE



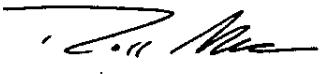
CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **FUSION RESTAURANT GROUP, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 22, 2008, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 4, 2011.


ROSS MILLER
Secretary of State

Certified By: Robert Sandberg
Certificate Number: C20101217-0135
You may verify this certificate
online at <http://www.nvsos.gov/>