

P10000088168

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

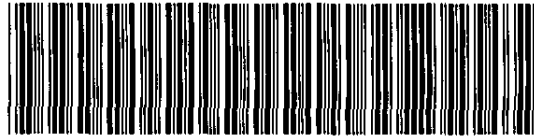
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Merge

06/21/13--01022--003 **78.75

FILED
2013 JUN 21 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
6/25/13

DICK LEE & ASSOCIATES, P. A.
Attorneys at Law
Coconut Grove Bank Building
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Coconut Grove, Florida 33133
Telephone: (305) 859-8886
Fax: (305) 250-4495

June 19, 2013

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Merger
Surviving Corporation: #1 ASIAN BUFFET, INC.
Merging Corporation: BEST ASIAN BUFFET, INC.

Dear Sir/ Madam,

Enclosed please find the following documents:

1. Articles of Merger,
2. Plan of Merger,
3. Our firm's check in the amount of \$78.75 covering one merging corporation, one surviving corporation, and certified copy.

Please forward all future correspondence to the undersigned attorney.

Thank you for your assistance in this matter.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Dick Lee', with a stylized, cursive script.

Dick Lee, Esq.

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.

2013 JUN 21 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
70.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
#1 ASIAN BUFFET, INC.	FLORIDA	P10000088168

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BEST ASIAN BUFFET, INC.	FLORIDA	P13000012229
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 June 1, 2013.

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 June 1, 2013.

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)

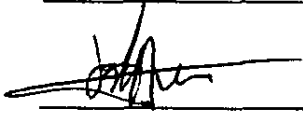
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

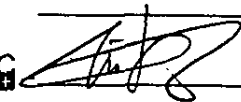
Typed or Printed Name of Individual & Title

#1 ASIAN BUFFET, INC.



Rendong Yuan, President

BEST ASIAN BUFFET, INC.



Jin Bin Wu, President

AGREEMENT AND PLAN OF MERGER

BETWEEN

BEST ASIAN BUFFET, INC.

AND

#1 ASIAN BUFFET, INC.

Agreement and plan of merger dated June 1, 2013 between Best Asian Buffett, Inc., a Florida corporation ("BAB"), and #1 Asian Buffett, Inc., a Florida corporation ("#1").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provision of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), BAB shall be merged with and into #1 (the "Merger"), the separate and corporate existence of BAB shall cease, and #1 (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. #1 and BAB are collectively referred to as the "Constituent Corporations".

2. The Merger shall become effective as of date the article of merger are filed with the Secretary of State of Florida (the "Effective Time").

3. The surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises, and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

(a) each issued and outstanding share of the capital stock of BAB shall be

cancelled without payment of any consideration and without any conversion; and


(b) each issued and outstanding share of capital stock of #1 shall remain issued and outstanding.

6. The articles of incorporation of #1 in effect immediately prior to the Effective Time shall continue without change and be in the articles of incorporation of the Surviving Corporation.

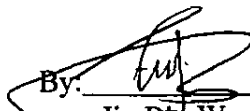
7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

BEST ASIAN BUFFET, INC.

Attested By:


Secretary

By:

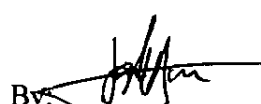

Jin-Bin Wu, President

#1 ASIAN BUFFET, INC.

Attested By:


Secretary

By:


Rendong Yuan, President