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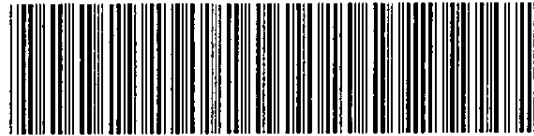
(Business Entity Name)

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12/28/10--01003--014 **70.00

EFFECTIVE DATE
12-31-10

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

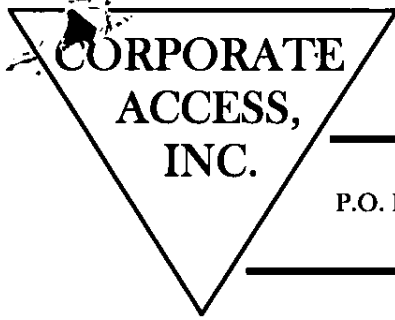
RECEIVED
10 DEC 28 AM 10:31

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 DEC 28 PM 1:36

Merger
C.COULLIETTE

DEC 29 2010

EXAMINER



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PICK UP: 12/28 Emily G.

- ☐ CERTIFIED COPY _____
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1. RBI Merger Corp.
(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:

10 DEC 28 PM 1:36

ARTICLES OF MERGER
OF
RBI MERGER CORP., a Florida corporation
and
R.B.I. HOLDING COMPANY, a Georgia corporation
EFFECTIVE DATE
12-31-10

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are RBI MERGER CORP., a Florida corporation, (the "Surviving Corporation") and R.B.I. HOLDING COMPANY, a Georgia corporation, (the "Merged Corporation"). The Merged Corporation is the parent and sole shareholder of the Surviving Corporation.

ARTICLE II. Surviving Corporation. The corporation to survive the Merger is RBI MERGER CORP., which shall continue under its present name.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger").

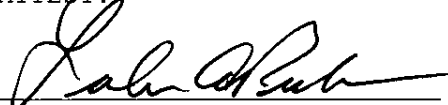
ARTICLE IV. Adoption. The Plan of Merger was duly adopted (i) by the sole shareholder and the members of the Board of Directors of the Surviving Corporation by unanimous written action dated December 27, 2010 as required by the laws of the State of Florida, and (ii) by the voting shareholders and the members of the Board of Directors of the Merged Corporation by unanimous written action dated September 6, 2010 as required by the laws of the State of Georgia, and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

These Articles of Merger may be executed in one (1) or more counterparts, each of which shall be deemed an original, but all of which together will constitute one (1) and the same instrument. The parties hereto agree that facsimile and electronically transmitted portable document format (.pdf) signatures shall be deemed originals.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 27th day of December, 2010.

RBI MERGER CORP.,
a Florida corporation

ATTEST:


Leslie A. Rubin, Secretary

By: _____
Peggy M. Rubin, Chairman

(CORPORATE SEAL)

ARTICLES OF MERGER
OF
RBI MERGER CORP., a Florida corporation
and
R.B.I. HOLDING COMPANY, a Georgia corporation

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ARTICLE II. Surviving Corporation. The corporation to survive the Merger is RBI MERGER CORP., which shall continue under its present name.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger").

ARTICLE IV. Adoption. The Plan of Merger was duly adopted (i) by the sole shareholder and the members of the Board of Directors of the Surviving Corporation by unanimous written action dated December 22, 2010 as required by the laws of the State of Florida, and (ii) by the voting shareholders and the members of the Board of Directors of the Merged Corporation by unanimous written action dated ~~September 6~~ September 6, 2010 as required by the laws of the State of Georgia, and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

These Articles of Merger may be executed in one (1) or more counterparts, each of which shall be deemed an original, but all of which together will constitute one (1) and the same instrument. The parties hereto agree that facsimile and electronically transmitted portable document format (.pdf) signatures shall be deemed originals.

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RBI MERGER CORP.,
a Florida corporation

ATTEST:

Leslie A. Rubin, Secretary

(CORPORATE SEAL)

By: _____

Peggy M. Rubin, Chairman

R.B.I. HOLDING COMPANY,
a Georgia corporation

ATTEST:

Leslie A. Rubin, Secretary

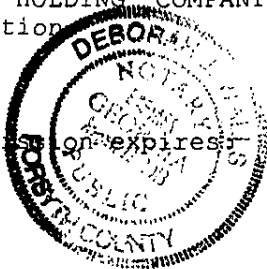
(CORPORATE SEAL)

By: Peggy M. Rubin
Peggy M. Rubin, Chairman

STATE OF GA
COUNTY OF Forsyth

The foregoing instrument was acknowledged before me this ____ day of December, 2010 by Peggy M. Rubin, as Chairman of RBI MERGER CORP., a Florida corporation, on behalf of the corporation and as Chairman of R.B.I. HOLDING COMPANY, a Georgia corporation, on behalf of the corporation.

My commission expires: _____



Deborah J. Ybarra
Notary Public

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this ____ day of December, 2010 by Leslie A. Rubin, as Secretary of RBI MERGER CORP., a Florida corporation, on behalf of the corporation and as Secretary of R.B.I. HOLDING COMPANY, a Georgia corporation, on behalf of the corporation.

My commission expires: _____

Notary Public

R.B.I. HOLDING COMPANY,
a Georgia corporation

ATTEST:


Leslie A. Rubin, Secretary

(CORPORATE SEAL)

By: _____
Peggy M. Rubin, Chairman

STATE OF _____
COUNTY OF _____

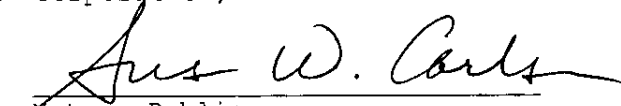
The foregoing instrument was acknowledged before me this ____ day of December, 2010 by Peggy M. Rubin, as Chairman of RBI MERGER CORP., a Florida corporation, on behalf of the corporation and as Chairman of R.B.I. HOLDING COMPANY, a Georgia corporation, on behalf of the corporation.

Notary Public

My commission expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of December, 2010 by Leslie A. Rubin, as Secretary of RBI MERGER CORP., a Florida corporation, on behalf of the corporation and as Secretary of R.B.I. HOLDING COMPANY, a Georgia corporation, on behalf of the corporation.


Notary Public

My commission expires:



EXHIBIT "A"
Plan of Merger

PLAN OF MERGER

This PLAN OF MERGER (the "Agreement"), is made and entered into as of the 27th day of December, 2010 by and between RBI MERGER CORP., a Florida corporation (the "Surviving Corporation") and R.B.I. HOLDING COMPANY, a Georgia corporation (the "Merged Corporation").

Recitals

A. The Surviving Corporation and the Merged Corporation desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of qualifying as a tax-free reorganization and a mere change of identity, form and place of organization of R.B.I. HOLDING COMPANY within the meaning of Section 368(a)(1)(A) and 368(a)(1)(F) of such Code by effecting a merger pursuant to Florida and Georgia law.

B. The Surviving Corporation is a wholly owned subsidiary of the Merged Corporation and the Merged Corporation is the sole shareholder of the Surviving Corporation.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date (as defined in Section 4 below) R.B.I. HOLDING COMPANY, a Georgia corporation, shall merge with and into RBI MERGER CORP., a Florida corporation, in accordance with the merger laws of the States of Florida and Georgia. RBI MERGER CORP., a Florida corporation, shall continue to exist under the laws of the State of Florida as the Surviving Corporation and the separate existence of R.B.I. HOLDING COMPANY, a Georgia corporation shall terminate on the Effective Date of the Merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation and shall not be changed by virtue of the Merger.

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws of the Surviving Corporation.

4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be as of the close of business on December 31, 2010.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged Corporation shall cease. As provided by the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights,

privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such Merger.

6. Exchange of Shares. On the Effective Date of the Merger, each share of common stock of the Merged Corporation issued and outstanding immediately prior to the effective time of the Merger shall be converted into the right to receive the same number of shares of the same class of the Surviving Corporation. The shares of capital stock of the Merged Corporation shall no longer be outstanding and shall be cancelled and retired and shall cease to exist as of the Effective Date of the Merger, and any certificate formerly representing any of such shares of stock of the Merged Corporation shall thereafter represent only the right to receive the appropriate shares of stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall be cancelled, retired and surrendered for cancellation and shall cease to exist as of the Effective Date of the Merger.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Sections 368(a)(1)(A) and 368(a)(1)(F) of the Code and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

8. Counterparts. This Plan of Merger may be executed in one (1) or more counterparts, each of which shall be deemed an original, but all of which together will constitute one (1) and the same instrument. The parties hereto agree that facsimile and electronically transmitted portable document format (pdf) signatures shall be deemed originals.

9. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporations as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

10. Amendment/Abandonment of Plan. The sole Shareholder of the Surviving Corporation has authorized the Board of Directors of the Surviving Corporation to amend this Plan of Merger or abandon the Merger, prior to the Effective Date of the Merger, without further action of the Shareholder. The voting Shareholders of the Merging Corporation have authorized the Board of Directors of the Merging Corporation to amend this Plan of Merger or abandon the Merger, prior to the Effective Date of the Merger, without further action of the voting Shareholders.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

WITNESSES:

Eileen J. Thomas
Deborah J. Warren

RBI MERGER CORP.,
a Florida corporation

By: Peggy M. Rubin
Peggy M. Rubin, Chairman

Eileen J. Thomas
Deborah J. Warren

R.B.I. HOLDING COMPANY,
a Georgia corporation

By: Peggy M. Rubin
Peggy M. Rubin, Chairman