

P 93000032673

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City State Zip Phone

CORPORATION(S) NAME

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Samco Development, Inc.

Merging Into: Samco Restaurants, Inc.

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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

SAMCIN PROPERTIES, INC., a Florida corporation, P95000012544

INTO

SAMCIN RESTAURANTS, INC., a Florida entity, P93000032673.

File date: September 23, 1999

Corporate Specialist: Cheryl Coulliette

PLAN AND ARTICLES OF MERGER OF SAMCIN RESTAURANTS, INC.

This Plan and Articles of Merger is adopted as of the 20th day of September, 1999, by resolution of the Board of Directors of Samcin Restaurants, Inc., a Florida corporation, approving the merger of Samcin Properties, Inc., a Florida corporation upon the terms set forth herein.

ARTICLE I
EFFECTIVE DATE

The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State in accordance with Florida Statute 607.1101 of the Florida Business Corporation Act ("ACT").

ARTICLE II
SURVIVING CORPORATION

On the Effective Date, and in accordance with the provisions of this Plan and Articles of Merger and of the Act, Samcin Properties Inc, shall be merged with and into Samcin Restaurants, Inc. Samcin Restaurants, Inc. shall be the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation"), which will continue its corporate existence under the laws of the State of Florida and succeed to all rights, privileges, immunities, franchises, property, debts due, liabilities, and obligations of Samcin Properties, Inc. in accordance with the provisions of the Act. The name of the Surviving Corporation shall continue to be "Samcin Restaurants, Inc." unless and until changed in accordance with the

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requirements of the Act.

ARTICLE III
ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation ("Articles") and Bylaws of Samcin Restaurants, Inc., as in effect on the Effective Date, shall continue to be the Articles and Bylaws of the Surviving Corporation without change unless and until thereafter amended as provided therein or by law.

ARTICLE IV
OFFICERS AND DIRECTORS

The officers of Samcin Restaurants, Inc. on the Effective Date shall continue to be the officers of the Surviving Corporation, each to hold office until their successors have been duly appointed in accordance with the Articles and Bylaws of the Surviving Corporation. The person who is the Director of Samcin Restaurants, Inc. immediately prior to the Effective Date shall, after the Effective Date, be the Director of the Surviving Corporation, without change until her successor(s) have been duly elected and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.

ARTICLE V
STATUS OF SECURITIES

The issued and outstanding common stock of Samcin Restaurants, Inc. consists of 750,000 shares, \$.01 par value per share. Said shares are owned by Cynthia Rine. There is only one class of stock.

ARTICLE VI
CONVERSION OF SECURITIES

On the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, the shares of Samcin Properties, Inc. shall be surrendered to Samcin Restaurants, Inc. in consideration for the transfer of assets of Samcin Properties, Inc. to Samcin Restaurants, Inc. and its assumption of the liabilities and obligations of Samcin Properties, Inc.

ARTICLE VII
DATE OF ADOPTION BY BOARD OF DIRECTORS AND SHAREHOLDERS FOR
SAMCIN PROPERTIES INC., and SAMCIN RESTAURANT, INC.

This Plan and Articles of Merger was approved and adopted by resolution of the Board of Directors and the unanimous vote of the sole Director and Shareholder of Samcin Restaurants, Inc, and Samcin Properties, Inc. on the 20th day of September, 1999 under Section 607.1101 of the Act.

ARTICLE VIII
NOTICE TO SHAREHOLDERS

Cynthia Rine, the holder of all outstanding shares of Samcin Properties, Inc. hereby waives any notice of this Merger otherwise required under Section 607.1101 of the Act.

ARTICLE IX
AMENDMENT AND TERMINATION

This Plan and Articles of Merger may be amended or terminated by the Board of Directors of Samcin Restaurants, Inc. at any time prior to the Effective Date.

Samcin Restaurants, Inc

By: Cynthia Rine
Cynthia Rine, President

Samcin Properties, Inc

By: Cynthia Rine
Cynthia Rine, President

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, on this day personally appeared Cynthia Rine, known to me to be the person whose name is subscribed to the foregoing Plan and Articles of Merger, and known to me to be the President of Samcin Restaurants, Inc., a Florida corporation, and President of Samcin Properties, Inc, a Florida corporation who, having first been duly sworn, declared and acknowledged to me that she executed the same for the purposes and consideration therein expressed and in the capacity therein stated, as the act and deed of Samcin Restaurants, Inc, and Samcin Properties, Inc and that the statements contained therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of September, 1999.


NOTARY PUBLIC

My commission expires:

