

Division of Corporations

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P93000040572

Florida Department of State  
Division of Corporations  
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Sandra B. Mortham, Secretary of State

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Account Number : 071670002600  
Phone : (941)364-2409  
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**MERGER OR SHARE EXCHANGE**  
**WOODS BARBECUE OF SARASOTA, INC.**

Certificate of Status	0
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merger

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WOOD'S BARBEQUE OF BRADENTON, INC., a Florida corporation, S16849

INTO

**WOODS BARBECUE OF SARASOTA, INC.,** a Florida corporation,  
P93000040572

File date: December 30, 1998, effective December 31, 1998

Corporate Specialist: Darlene Connell

Division of Corporations

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Division of Corporations  
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To:

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Fax Number : (850) 922-4000

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Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION  
Account Number : 071670002600  
Phone : (941) 364-2409  
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**MERGER OR SHARE EXCHANGE**  
**WOODS BARBECUE OF SARASOTA, INC.**

Certificate of Status	0
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12/30/98 WED 14:47 FAX KIRK PINKERTON  
(850)487-6013 12/30/98 13:19 Florida Department p1 /1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 30, 1998

WOOD'S BARBEQUE OF BRADENTON, INC.  
5980 WINKLER ROAD  
FORT MYERS, FL 33919

SUBJECT: WOOD'S BARBEQUE OF BRADENTON, INC.  
REF: S16849

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000024232  
Letter Number: 598A00061003

ARTICLES OF MERGER  
OF  
WOODS BARBEQUE OF BRADENTON, INC. INTO  
WOODS BARBECUE OF SARASOTA, INC.

EFFECTIVE DATE  
12-31-98

Pursuant to the provisions of Florida Statutes Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging Woods Barbeque of Bradenton, Inc., a Florida corporation ("Merged Corporation"), into Woods Barbecue of Sarasota, Inc., a Florida corporation ("Surviving Corporation"):

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Woods Barbeque of Bradenton, Inc.	Florida
Woods Barbecue of Sarasota, Inc.	Florida

2. The laws of the State of Florida permit this Merger.

3. The name of the Surviving Corporation is Woods Barbecue of Sarasota, Inc., and it is to be governed by the laws of the State of Florida.

4. The Plan of Merger and Reorganization is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan").

5. The President and Secretary of Surviving Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Surviving Corporation on December 26, 1998. The Plan was submitted to the Shareholders of Surviving Corporation. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, were entitled to vote on the Plan. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, voted to approve the Plan on December 26, 1998. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

6. The President and Secretary of Merged Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Merged Corporation on December 26, 1998. The Plan was submitted to the Shareholders of Merged Corporation. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in the Merged Corporation, were entitled to vote on the Plan. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in the Merged Corporation, voted to approve the Plan on December 26, 1998. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

Prepared by: David M. Silberstein, Esq.  
Kirk Pinkerton  
720 S. Orange Ave., Sarasota, FL 34236  
(941) 364-2481; Atty. Bar #436879

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TALLAHASSEE, FLORIDA

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7. This merger shall become effective upon the later of (a) the filing of the Articles of Merger with the Florida Department of State; or (b) December 31, 1998.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

WOODS BARBECUE OF SARASOTA, INC., a  
Florida corporation

  
TONYA NOTT, Secretary

By:

  
MICKIE L. WOODS, President

MERGED CORPORATION:

WOODS BARBEQUE OF BRADENTON, INC., a  
Florida corporation

  
TONYA NOTT, Secretary


By:

  
MICKIE L. WOODS, President

STATE OF FLORIDA

COUNTY OF SARASOTA

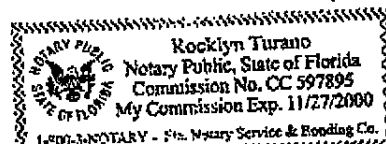
The foregoing instrument was acknowledged before me this 30 day of DECEMBER 1998, by Mickie L. Woods, as President of Woods Barbecue of Sarasota, Inc., a Florida corporation, who ☒ is personally known to me, or ☐ has produced identification, and Mickie L. Woods, as President of Woods Barbecue of Bradenton, Inc., a Florida corporation, who ☒ is personally known to me, or ☐ has produced identification, on behalf of said corporation and who acknowledged before me that the execution thereof are his free acts and deeds.

  
Signature of Notary Public  
Rocklyn Turano  
Notary Public, State of Florida  
Commission No. CC 597895  
My Commission Exp. 11/27/2000  
1-800-MOTARY - Fla. Notary Service & Bonding Co.

Print Name of Notary Public and Affix Seal

My Commission Expires: 11/27/2000

2



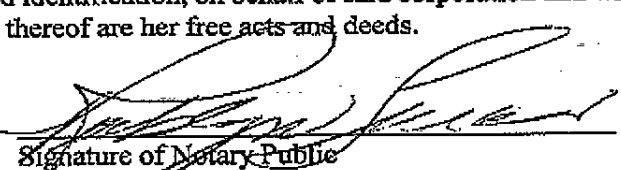
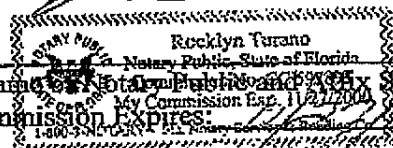
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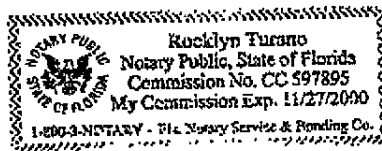
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26 day of DECEMBER 1998, by Tonya Nott, as Secretary of Woods Barbecue of Sarasota, Inc., a Florida corporation, who [X] is personally known to me, or [ ] has produced identification, and Tonya Nott, as Secretary of Woods Barbecue of Bradenton, Inc., a Florida corporation, who [X] is personally known to me, or [ ] has produced identification, on behalf of said corporation and who acknowledged before me that the execution thereof are her free acts and deeds.

  
Signature of Notary Public  
Print Name: Rocklyn Turano  
My Commission Expires: 11/27/2000

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Exhibit APLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 26 day of December, 1998, by and between Woods Barbecue of Sarasota, Inc., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and Woods Barbeque of Bradenton, Inc., a Florida corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on June 8, 1993, with an authorized capital stock of 500 shares of common stock, par value \$1.00 per share, of which 100 shares are issued and outstanding and owned by Mickie L. Woods.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Florida having its Articles of Incorporation filed December 6, 1990, with an authorized capital stock of 7,500 shares of common stock, par value \$1.00 per share, of which 100 shares are issued and outstanding and owned by Mickie L. Woods.

WHEREAS, the Board of Directors and Shareholders of Surviving Corporation and the Board of Directors and Shareholders of Merged Corporation have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of Surviving Corporation and Merged Corporation, in accordance with the provisions of the Florida Business Corporation Act ("Florida Act"), hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge. The names of the corporations that are parties to the merger are as follows:

- (a) Woods Barbecue of Sarasota, Inc., a Florida corporation.
- (b) Woods Barbeque of Bradenton, Inc., a Florida corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be Woods Barbecue of Sarasota, Inc., a Florida corporation.

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3. Terms and Conditions. Upon the merger becoming effective:

(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the 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 this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the effective date of the merger, each one (1) share of common stock of Merged Corporation shall be converted into one (1) share of common stock of Surviving Corporation, and all shares of Merged Corporation shall be deemed canceled.

5. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

6. No Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

7. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

8. Effective Date of the Merger. The merger shall become effective upon the later of (a) the filing of the Articles of Merger with the Florida Department of State; or (b) December 31, 1998.

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9. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

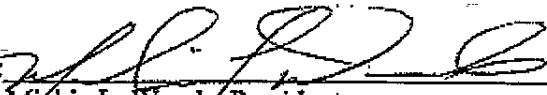
IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

WOODS BARBECUE OF SARASOTA, INC., a  
Florida corporation

  
Tonya Nott, Secretary

By:   
Mickie L. Woods, President

MERGED CORPORATION:

WOOD'S BARBEQUE OF BRADENTON, INC., a  
Florida corporation

  
Tonya Nott, Secretary

By:   
Mickie L. Woods, President

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STATE OF FLORIDA

COUNTY OF ~~SARASOTA~~

The foregoing instrument was acknowledged before me this 26 day of ~~DECEMBER~~ 1998, by Mickie L. Woods, as President of Woods Barbecue of Sarasota, Inc., a Florida corporation, who ☒ is personally known to me, or ☐ has produced identification, and as President of Woods Barbeque of Bradenton, Inc., a Florida corporation, who ☒ is personally known to me, or ☐ has produced identification, on behalf of said corporation and who acknowledged before me that the execution thereof are his free acts and deeds.

Signature of Notary Public, State of Florida  
Commission No. CC 597895  
My Commission Exp. 11/27/2000

Print Name of Notary Public and Affix Seal  
My Commission Expires: 11/27/2000

STATE OF FLORIDA

COUNTY OF ~~SARASOTA~~

The foregoing instrument was acknowledged before me this 26 day of ~~DECEMBER~~ 1998, by Tonya Nott, as Secretary of Woods Barbecue of Sarasota, Inc., a Florida corporation, who ☒ is personally known to me, or ☐ has produced identification, and as Secretary of Woods Barbeque of Bradenton, Inc., a Florida corporation, who ☒ is personally known to me, or ☐ has produced identification, on behalf of said corporation and who acknowledged before me that the execution thereof are her free acts and deeds.

Signature of Notary Public, State of Florida  
Commission No. CC 597895  
My Commission Exp. 11/27/2000

Print Name of Notary Public and Affix Seal  
My Commission Expires: 11/27/2000

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Rocklyn Turano  
Notary Public, State of Florida  
Commission No. CC 597895  
My Commission Exp. 11/27/2000

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