

Document Number Only

PA4000032623

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

EFFECTIVE DATE

1-1-97

400002039864--6

-12/27/96--01102--004

****70.00 ****70.00

CORPORATION(S) NAME

Wildwood Travel Center, Inc
into:
Great American Real Food Fast, Inc

- Profit
- NonProfit
- Limited Liability Co.
- Foreign

- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem

- Merger
- Mark
- Other UCC Filing
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12-27-96

Today please

PLEASE RETURN EXTRA COPIES FILE STAMPED

Please attach your Request letter to extra filed stamp copy.

N. HENDRICKS JAN - 2 1997

Thanks, Melanic

RECEIVED
96 DEC 27 PM 12:51
DIVISION OF CORPORATION TALLAHASSEE
FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 27, 1996

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: WILDWOOD TRAVEL CENTER, INC.
Ref. Number: P94000032623

We have received your document for WILDWOOD TRAVEL CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the date of adoption in Article 6 of the merger.

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1995 annual report. The corporation must be reinstated before this document can be filed.

The total amount due to reinstate is \$575.00.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 196A00057503

ARTICLES OF MERGER
Merger Sheet

MERGING:

WILDWOOD TRAVEL CENTER, INC., A FLORIDA CORPORATION,
P94000032623

INTO

GREAT AMERICAN REAL FOOD FAST, INC., a Connecticut corporation not
qualified in Florida.

File date: December 27, 1996, effective January 1, 1997

Corporate Specialist: Nancy Hendricks

CERTIFICATE AND PLAN OF MERGER

**THE MERGER OF WILDWOOD TRAVEL CENTER, INC.
INTO GREAT AMERICAN REAL FOOD FAST, INC.**

FILED
96 DEC 27 AM 10 34
SECRETARY OF STATE
HALL OF RECORDS
HARTFORD, CONNECTICUT
EFFECTIVE DATE
11-97

THE UNDERSIGNED, Great American Real Food Fast, Inc., a Connecticut Corporation, (hereinafter referred to as "Great American") and Wildwood Travel Center, Inc., a Florida corporation, (hereinafter referred to as "Wildwood"), in accordance with Connecticut General Statutes §33-364 and §33-366, hereby agree to and hereby do adopt the following Certificate & Plan of Merger:

ARTICLE 1

Great American and Wildwood shall merge in accordance with the applicable statutory laws of the State of Connecticut pertaining to Stock Corporations in accordance with provisions of §368(a)(1)(A) of the United States Internal Revenue Code of 1954, as amended.

Great American and Wildwood do hereby agree to abide by the terms of this Certificate & Plan of Merger and to effect this Merger.

ARTICLE 2

The Corporation that is to survive the Merger is Great American, a Connecticut corporation, which shall continue under the same name and shall continue under its present trade names and may adopt the trade name of the acquired corporation.

ARTICLE 3

The parties to this Certificate & Plan of Merger are Great American, which is incorporated under the laws of the State of Connecticut, and Wildwood, which is incorporated under the law of the State of Florida.

ARTICLE 4

The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Number of Shares Issued</u>
Great American	Common	20,000	no par value	10,000
Wildwood	Common	5,000	no par value	100

The only shares of stock entitled to vote on this Merger are the Ten Thousand (10,000) shares of common voting stock issued and outstanding of Great American and the One Hundred (100) shares of common voting stock issued and outstanding of Wildwood.

ARTICLE 5

The manner and basis of exchanging and converting the issued stock of Wildwood shall be as follows:

Each share of issued and outstanding common stock of Wildwood shall be converted into Seventy-Six and Ninety-Three Hundreths (76.93) shares of common stock of Great American.

Upon the surrender of certificates representing a share of Wildwood stock held by the holders thereof, certificates for the appropriate number of shares of Great American stock shall be issued in exchange therefor by Great American.

Shares of Great American outstanding at the time of this Merger shall not be converted or exchanged, but shall remain outstanding as shares of common stock with no par value of the surviving Corporation.

ARTICLE 6

This Certificate & Plan of Merger were duly adopted and approved by the Board of Directors and Shareholders of Great American and Wildwood, respectively, in each case by a Unanimous Consent in Lieu of Special Meeting of Directors and Shareholders for the purpose of considering this Certificate & Plan of Merger dated as of December 26, 1996, in the manner and by the vote required by the corporation laws of the State of Connecticut and the corporation laws of the State of Florida, respectively.

<u>Corporation</u>	<u>Shares Entitled To Vote</u>	<u>Minimum Required Vote</u>	<u>Votes in Favor of Adoption of Plan</u>
Great American	10,000	6,667	10,000
Wildwood	100	66	100

ARTICLE 7

The Plan of Merger is as follows:

1. The Certificate of Incorporation of Great American as in effect on the effective date of the Merger shall continue in full force and effect as the Certificate of Incorporation of Great American and shall not be changed or amended by this Merger.
2. Great American reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal or restate any of the provisions contained in its Certificate of Incorporation now or hereafter prescribed by statute, and all rights conferred on the officers, directors or shareholders herein are subject to this reservation.
3. The By-Laws of Great American, as such exist on the effective date of this Merger, shall remain and shall continue to be the By-Laws of Great American until altered, amended or repealed or until new By-Laws shall be adopted in accordance with the provisions thereof, the Certificate of Incorporation or in the manner provided by the applicable provisions of law.

4. The directors of Great American as of the effective date of the Merger shall continue in office until the next annual meeting of the stockholders of Great American. The number of directors set for Great American shall continue to be three (3) and shall be the following:

Ted J. Crew
Michael A. Ouimet
Kimberly J. Crew

5. The officers of Great American immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and shall remain in office until the next annual meeting of the Board of Directors of Great American. The officers of Great American are the following:

Ted J. Crew	-	Chairman
Michael A. Ouimet	-	President
Richard D. McCarthy	-	Secretary

6. Each share of issued and outstanding no par value common stock of Wildwood shall be converted into Seventy-Six and Ninety-Three Hundreths (76.93) shares of Great American no par value common stock. Upon the surrender of certificates representing a share of Wildwood held by the holders thereof, certificates for the appropriate number of shares of Great American shall be issued in exchange therefor by Great American.

7. On the effective date of the Merger, the separate existence of Wildwood shall cease (except to the extent continued by statute) and all of its properties, rights, privileges and franchises of whatsoever nature and description shall be transferred to, vest in and devolve upon the surviving Corporation. All debts due to either Wildwood or Great American on whatever account shall be as effectively the property of the surviving Corporation as they were of the parties hereto; and all rights of creditors and any and all liens upon any property of either of the parties hereto shall be preserved unimpaired; and all debts and liabilities shall henceforth attach to the surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.


Confirmatory deeds, assignments or other like instruments, when deemed advisable by Great American to evidence such transfer, vesting or devolution of any property, right or privilege or franchise, shall at any time or from time to time be made and delivered in the name of Wildwood by the last acting officers thereof, or by the corresponding officers of the surviving Corporation.

8. The effective date of the Merger shall be January 1, 1997, and a original of this Certificate and Plan of Merger shall be filed for record with the Corporation Division of the Secretary of the State of Connecticut and with the Florida Department of State. The Corporation shall file the Certificate and Plan of Merger which shall be executed and filed according to §33-367 and §33-285 of the Connecticut General Statutes.

9. This Certificate & Plan of Merger may be amended at any time by agreement of the parties hereto subject to required approval by each Corporation's Board of Directors and Shareholders as to the terms of any amendment.


Dated at Milford, Connecticut, this 26 day of December, 1996.

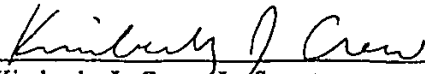
GREAT AMERICAN REAL FOOD FAST, INC.

By: 
Michael A. Ouimet, Its President

By: 
Richard D. McCarthy, Its Secretary

WILDWOOD TRAVEL CENTER, INC.

By: 
Ted J. Crew, Its President

By: 
Kimberly J. Crew, Its Secretary