

P94000055618

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FILED
00 FEB 24 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 17, 2000

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

100003146871--2

-02/24/00--01082--029

*****70.00 *****70.00

In Re: Jacksonville Restaurants, Inc.

Dear Sir or Madam:

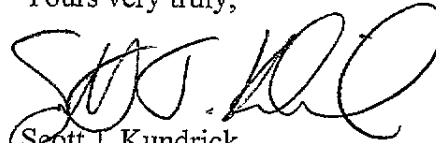
Enclosed, as follows, are documents to be filed on behalf of Jacksonville Restaurants, Inc.:

1. Articles of Merger, in duplicate;
2. Shareholder and Board Consents; and
3. A check in the amount of \$70.00 for the applicable filing fees.

I also enclose a self-address stamped envelope for your convenience.

If you have any questions, please do not hesitate to contact me at (412) 355-0200.

Yours very truly,



Scott J. Kundraick
Paralegal

Enclosures

merger

V. SHEPARD MAR 8 2000

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JACKSONVILLE I.O., INC., a Florida corporation, P92000003796

INTO

JACKSONVILLE RESTAURANTS, INC., a Florida entity, P94000055618.

File date: February 24, 2000

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jacksonville Restaurant ~~S~~, Inc.

Jurisdiction

Florida

Second: The name and jurisdiction of each merging corporation is:

Name

Jacksonville I.O., Inc.

Jurisdiction

Florida

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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 in the future.)

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 02/08/2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 02/08/2000 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 02/08/2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 02/08/2000 and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

Jacksonville I.O., Inc.

✓ Eleanor B. Telford
✓ Eleanor B. Telford

Eleanor B. Delligatti

Eleanor B. Delligatti

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Jacksonville Restaurant S_u Inc.

Florida

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Jacksonville I.O., Inc.

Florida

Third: The terms and conditions of the merger are as follows:

On the effective date of the merger the separate existence of merging corporation shall cease. Each holder of outstanding shares of merging corporation may surrender the same for surviving corporation for cancellation and shall be entitled to receive shares of common stock of surviving corporation based on the conversion ratio.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon surrender of the shares of merging corporation each such holder will be entitled to receive ten (10) shares of common stock of surviving corporation for each share of merging corporation.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Resolved, that effective immediately the Articles of Incorporation of this corporation be and hereby are amended to delete Article THIRD of the Articles of Incorporation and to substitute therefor the following:

THIRD: The aggregate number of shares which the corporation shall have authority to issue is: Ten Thousand (10,000).

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance