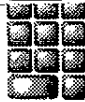


P.94000061673

FILED
00 APR -4 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 31, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



**BERMAN HOPKINS
WRIGHT & LAHAM, CPAS, LLP**
CERTIFIED PUBLIC ACCOUNTANTS • BUSINESS CONSULTANTS • PROFIT ADVISORS
307 E. New Haven Ave., Suite 1 ♦ Melbourne, FL • 32901-4576

TO WHOM IT MAY CONCERN:

Enclosed please find the original signed copy of the Articles of Merger for Crown Management Group, Inc. and Crown Restaurant Properties, Inc. Also attached is a check made payable to the Florida Department of State in the amount of \$78.75 to cover the cost of the filing fees and the certified copy requested..

Fees:

Filing Fee Corporation 1:	\$35.00
Filing Fee Corporation 2:	\$35.00
Certified Copy:	<u>\$ 8.75</u>
Total:	\$78.75

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Please return a Certified Copy as proof of filing.

Contact Person: Dennis Brady
Telephone: 321-253-1339

Please contact me should any problems or questions arise.

Sincerely,

Dennis Brady

Merger
4-14-00
PMS

ARTICLES OF MERGER
Merger Sheet

MERGING:

CROWN RESTAURANT PROPERTIES, INC., a Florida corporation,
P98000035196

INTO

CROWN MANAGEMENT GROUP, INC., a Florida entity, P94000061673

File date: April 4, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

FILED
00 APR -4 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Crown Management Group, Inc.
Jurisdiction: Florida
FL Document No: P94000061673

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

Name: Crown Restaurant Properties, Inc.
Jurisdiction: Florida
FL Document No: P98000035196

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

Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the shareholders of the surviving corporation on
March 12, 99.

Sixth: Adoption of Merger by merging corporation:

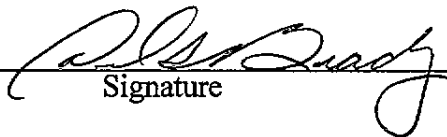
The Plan of Merger was adopted by the shareholders of the merging corporation on
March 12, 99.

Seventh: SIGNATURES FOR EACH CORPORATION

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of March 31, 2000.

Crown Management Group, Inc.

By:


Signature

Dennis Brady, President
Typed or Printed Name & Title

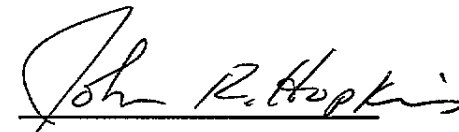
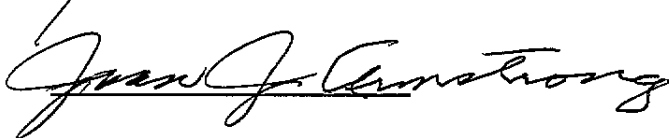
Crown Restaurant Properties, Inc.

By:


Signature

Dennis Brady, President
Typed or Printed Name & Title

Witnesses:



Joan J. Armstrong
MY COMMISSION # CC794400 EXPIRES
December 2, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

AGREEMENT AND PLAN OF MERGER

RECITALS

- A. The Board of Directors of Crown Restaurant Properties, Inc. ("Properties") and Crown Management Group, Inc. ("Management") have approved the merger of Properties into Management (the "Merger"), in accordance with the applicable provisions of the statutes of the State of Florida which permit such a merger.
- B. For federal income tax purposes, it is intended that the Merger shall qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").
- C. Each of the parties to this agreement desires to make certain representations, warranties and agreements in connection with the Merger and also to prescribe various conditions thereto.

AGREEMENT

ARTICLE I

THE MERGER

- 1.1 The merger. At the Effective time (as defined in Section 1.2), Properties shall be merged into Management and the separate existence of Properties shall thereupon cease, in accordance with the applicable provisions of the Florida Business Corporation Act ("FLBCA").

(b) Management will be the surviving corporation in the Merger (sometimes referred to herein as the "Surviving Corporation") and will continue to be governed by the laws of the State of Florida, and the separate existence of Management and all of the rights, privileges, immunities and franchises, public or private, and all the duties and liabilities as a corporation organized under the FLBCA, will continue unaffected by the Merger.

(c) The Merger will have the effects specified by the FLBCA.

- 1.2 Effective Time. As soon as practicable, the Constituent Corporations will cause the Articles of Merger to be filed with the office of the Secretary of State of the State of Florida as provided in Section 607.1105 of the Florida Statutes. The Merger will become effective at the date and time the Articles of Merger is filed with the office of the Secretary of State of the State of Florida. Each party will use its best efforts to cause the Merger to be consummated as soon as practicable.

ARTICLE II

THE SURVIVING CORPORATION

- 2.1 **Certificate of Incorporation.** The Certificate of Incorporation of Management as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation after the Effective Time.
- 2.2 **By-Laws.** The By-laws of the Management as in effect immediately before the Effective Time shall be the By-laws of the Surviving Corporation after the Effective Time.
- 2.3 **Board of Directors.** From and after the Effective Time, the Board of Directors of Management shall be the Board of Directors of the Surviving Corporation.

ARTICLE III

CONVERSION OF SHARES

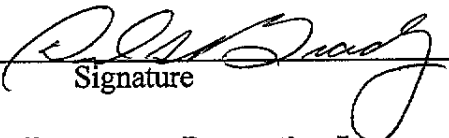
- 3.1 **Conversion of Properties Shares in the Merger.** Pursuant to the Merger Agreement, at the Effective Time, by virtue of the Merger and without any action on the part of any holder of any capital stock of Properties; all shares of Common Stock, par value \$1.00 per share, of Properties owned by any shareholder of Management shall be canceled and shall cease to exist from and after the Effective Time.
- 3.2 **Status of Management Shares.** At the Effective Time, by virtue of the Merger and without any action on the part of any holder of capital stock of Management, each issues and outstanding share of common stock of Management shall continue unchanged and remain outstanding as a share of common stock of the Surviving Corporation.
- 3.3 **Closing.** The closing of the transactions contemplated by this agreement shall take place at the Office of Berman Hopkins Wright and LaHam, CPAs on Friday March 31, 2000.

SIGNATURES FOR EACH CORPORATION

The undersigned have adopted this Plan of Merger as of March 12, 99.


Crown Management Group, Inc.

By:

 Dennis Brady, President
Signature Typed or Printed Name & Title

Crown Restaurant Properties, Inc.

By:

 Dennis Brady, President
Signature Typed or Printed Name & Title