

P94 0000 85905

ARTICLES OF MERGER
Merger Sheet

MERGING:

KEITH & ALISSA, INC., a Florida corporation, H11003

INTO

EAST COAST BURRITO FACTORY, INC. which changed its name to
EAST COAST BURRITO FACTORY OF COMMERCIAL BLVD., INC., a Florida
corporation, P94000085905

File date: December 30, 1996, effective January 1, 1997

Corporate Specialist: Linda Stitt

P94000085905

12/30/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H96000018128 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: GOLDENBERG & GOLDENBERG
CONTACT: SHERRY CREWS
PHONE: (305) 523-2626

ACCT#: 076060003657

FAX #: (305) 523-5306

NAME: EAST COAST BURRITO FACTORY, INC.

AUDIT NUMBER.....H96000018128

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS...0

PAGES..... 7

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1-1-97

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**ARTICLES OF MERGER
OF
KEITH & ALISSA, INC., a Florida
corporation ("KEITH")
INTO
EAST COAST BURRITO FACTORY, INC.
a Florida corporation ("EAST COAST").**

FAX AUDIT NUMBER: H96000010125

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FILED
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 of the Florida Business Corporations Act (the "Act"),
KEITH and EAST COAST adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 30, 1996, between KEITH and EAST COAST was approved and adopted by the shareholders and Board of Directors of EAST COAST and KEITH on December 30, 1996.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of KEITH will be acquired by means of a merger of KEITH into EAST COAST, with EAST COAST the surviving corporation ("Merger").
3. The Plan of Merger is marked Exhibit "A" and is attached hereto and made a part hereof and incorporated by reference as fully set forth.
4. The name of the surviving corporation upon the Effective Date shall be EAST COAST BURRITO FACTORY OF COMMERCIAL BLVD., INC.
4. Pursuant to Section 607.1105(1)(b) of the Act, the Effective Date shall be January 1, 1997.

EFFECTIVE DATE

1-1-97

This Instrument Prepared By:
Stephen P. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293

FAX AUDIT NUMBER: H96000010125

12/30/96

16:23

LAW OFFICES

003

FAX AUDIT NUMBER:H96000018128

STATE OF FLORIDA)
) SS
 COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30th day of December, 1996 by HAROLD HOCHHAUSER and NED LEVIN (names of persons acknowledging), as president and secretary respectively of KEITH & ALISSA, INC., who are personally known to me or who have produced FL Del. Lic (type of identification) as identification and who did/did not take an oath.

Robert J. Martinez
 Signature of Notary Public

OFFICIAL NOTARY SEAL
 ROBERT J. MARTINEZ
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. CC56339
 MY COMMISSION EXPIRES MAY 27, 2000

Typed/Printed Name of Notary Public

Notary Public State of Florida
 My Commission Expires:

STATE OF FLORIDA)
) SS
 COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30th day of December, 1996 by NED LEVIN and HAROLD HOCHHAUSER (names of persons acknowledging), as president and secretary respectively of EAST COAST BURRITO FACTORY, INC., who are personally known to me or who have produced FL Del. Lic (type of identification) as identification and who did/did not take an oath.

Robert J. Martinez
 Signature of Notary Public

OFFICIAL NOTARY SEAL
 ROBERT J. MARTINEZ
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. CC56339
 MY COMMISSION EXPIRES MAY 27, 2000

Typed/Printed Name of Notary Public

Notary Public State of Florida
 My Commission Expires:

This Instrument Prepared By:
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LAW OFFICES

004

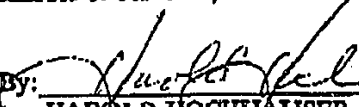
FAX AUDIT NUMBER: H96000015128

WHEREOF, the parties have set their hands this 30th day of December 1996.

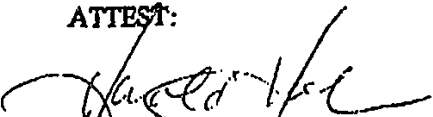
ATTEST:


NED LEVIN, Secretary

KEITH & ALISSA, INC.

By: 
HAROLD HOCHHAUSER, President

ATTEST:


HAROLD HOCHHAUSER, Secretary

FAST COAST BURRITO FACTORY, INC.

By: 
NED LEVIN, President

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
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12/30/96

16:24

LAW OFFICES

005

FAX AUDIT NUMBER: H96000018128

PLAN OF MERGER OF
KEITH & ALISSA, INC.
a Florida corporation
INTO
EAST COAST BURRITO FACTORY, INC.
a Florida corporation

ARTICLE I
NAMES OF CONSTITUENT CORPORATIONS

1. The name of each constituent corporation is KEITH & ALISSA, INC. and EAST COAST BURRITO FACTORY, INC.

2. The name of the surviving corporation is EAST COAST BURRITO FACTORY, INC., and subsequent to the merger, its name shall be EAST COAST BURRITO FACTORY OF COMMERCIAL BLVD., INC.

ARTICLE II
SHARES OF CONSTITUENT CORPORATIONS

1. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights are:

KEITH & ALISSA, INC.- 100 shares of One Dollar (\$1.00) par value common stock

EAST COAST BURRITO FACTORY, INC.- 1,000 shares of One Dollar (\$1.00) par value common stock

ARTICLE III
TERMS AND CONDITIONS OF THE PROPOSED MERGER

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

1. The purposes, the registered agent, the address of the registered agent, the address of the registered office, the numbers of directors and capital stock of the surviving corporation shall now be as appears in the Articles of Incorporation of EAST COAST BURRITO FACTORY, INC., a Florida corporation, as on file with the Office of the Secretary of the State of the State of Florida. The terms and provisions of such Articles of Incorporation shall be deemed the Articles of Incorporation of the surviving corporation.

This Instrument Prepared By:
Stephen F. Coldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33304
(954) 523-2626
F.S.M. 151293

FAX AUDIT NUMBER: H96000018128

EXHIBIT

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FAX AUDIT NUMBER: H96000018128

2. The persons who upon the effective date of the merger shall constitute the Board of Directors of the surviving corporation shall be the persons constituting the Board of Directors of EAST COAST BURRITO FACTORY, INC. on the effective date.

3. The persons who upon the effective date of the merger shall constitute the Officers of the surviving corporation shall be the persons constituting the Officers of EAST COAST BURRITO FACTORY, INC. on the effective date.

4. This Agreement has been approved by a majority of the shareholders, without a meeting dated December 30, 1996.

5. Upon the effective date, the separate existence of KEITH & ALISSA, INC. shall cease, and shall be merged into the surviving corporation, which hereafter shall be known as EAST COAST BURRITO FACTORY OF COMMERCIAL BLVD., INC. and the surviving corporation shall continue unaffected and unimpaired by the merger; all liabilities of the merged corporation shall then attached to the surviving corporation.

ARTICLE IV **MEETING OF THE BOARD OF DIRECTORS**

The first meeting of the Board of Directors of the surviving corporation to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the By-Laws of the surviving corporation and may be held at the time and place specified in the Notice of the Meeting.

ARTICLE V **MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION**

As the shareholders of both corporations are identical and each owns the same number of shares in each corporation, the common voting shares of KEITH & ALISSA, INC. outstanding on the effective date of the merger and all rights in respect thereto shall, forthwith upon such effective date be canceled and of no further force and effect.

This Instrument Prepared By:
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Fort Lauderdale, FL 33304
(954) 523-2626
F.B.N. 151293

FAX AUDIT NUMBER: H96000018128

ARTICLE VI

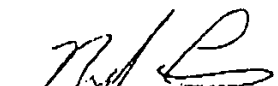
MISCELLANEOUS PROVISIONS

1. Effective Date January 1, 1997. This Plan shall be submitted to the respective shareholders of the constituent corporations as provided by law for the adoption thereof by the requisite votes of the shareholders of each of the constituent corporations as provided by law, all in accordance with the Corporation Act of the State of Florida.

2. Abandonment of Merger. If, at any time prior to the effective date hereof, events or circumstances occur, which, in the opinion of a majority of the Board of Directors of either constituent corporation, renders it inadvisable to consummate the merger, this Plan of Merger shall not become effective even though previously adopted by the shareholders of the constituent corporations as hereinbefore provided. The filing of the merger shall conclusively establish that no action to terminate this Plan has been taken by the Board of Directors of either constituent corporation.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations, KEITH & ALISSA, INC. and EAST COAST BURRITO FACTORY, INC. acting through their duly authorized officers, this 30th day of December, 1996, have signed this Plan of Merger.


ATTEST:


NED LEVIN, Secretary

KEITH & ALISSA, INC.

By: 
HAROLD HOCHHAUSER, President

ATTEST:


HAROLD HOCHHAUSER, Secretary

EAST COAST BURRITO FACTORY, INC.

By: 
NED LEVIN, President

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
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F.B.N. 181293

12/30/96

16:25

LAW OFFICES

008

FAX AUDIT NUMBER: H96000018128

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30th day of December, 1996 by HAROLD HOCHHAUSER and NED LEVIN (names of persons acknowledging), as president and secretary respectively of KEITH & ALISSA, INC., who are personally known to me or who have produced H. D. Levin (type of identification) as identification and who did/did not take an oath.

Robert J. Martinez
Signature of Notary Public

OFFICIAL NOTARY SEAL
ROBERT J. MARTINEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC556339
MY COMMISSION EXP. MAY 27, 2000

Typed/Printed Name of Notary Public

Notary Public State of Florida
My Commission Expires:

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30th day of December, 1996 by NED LEVIN and HAROLD HOCHHAUSER (names of persons acknowledging), as president and secretary respectively of EAST COAST BURRITO FACTORY, INC., who are personally known to me or who have produced H. D. Levin (type of identification) as identification and who did/did not take an oath.

Robert J. Martinez
Signature of Notary Public

Typed/Printed Name of Notary Public

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ROBERT J. MARTINEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC556339
MY COMMISSION EXP. MAY 27, 2000

Notary Public State of Florida
My Commission Expires:

This Instrument Prepared By:
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