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MERGER OR SHARE EXCHANGE

Hops Grill & Bar, Inc.

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DIVISION OF CORPORATIONS

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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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Hops Grill & Bar, Inc.</u>	<u>Florida</u>	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Hops of Southwest Florida, Inc.</u>	<u>Florida</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 after merger file date.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
March 27, 2006 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 March 27, 2006.

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

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleHops Grill & Bar, Inc.Kurt Schnaubelt, SecretaryHops of Southwest Florida, Inc.Kurt Schnaubelt, Secretary

PLAN OF MERGER

(Non Subsidiaries)

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

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionSEE ATTACHED PLAN OF MERGER

Second: The name and jurisdiction of each merging corporation:

NameJurisdiction

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

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:

(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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
OF
HOPS OF SOUTHWEST FLORIDA, INC.
WITH AND INTO
HOPS GRILL & BAR, INC.

1. Pursuant to the provisions of the Florida Business Corporation Act, Hops of Southwest Florida, Inc., a Florida corporation ("Hops Southwest"), will be merged with and into Hops Grill & Bar, Inc., a Florida corporation ("Hops G&B"). Hops G&B shall be the surviving corporation (the "Surviving Corporation").

2. The Articles of Incorporation of Hops G&B, as in effect immediately prior to the effective time of the merger, shall be the Articles of Incorporation of the Surviving Corporation without change or amendment and the Bylaws of Hops G&B, as in effect immediately prior to the effective time of the merger, shall be the Bylaws of the Surviving Corporation without change or amendment.

3. The persons who are officers and directors of Hops G&B immediately prior to the effective time of the merger shall, after the effective time, be the officers and directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

4. At the effective time of the merger, each share of Class A and Class B common stock, par value \$.01 per share, of Hops Southwest issued and outstanding immediately prior to the effective time of the merger shall be changed and converted into, and shall be, one fully paid and non assessable share of common stock, par value \$.01 per share, of Hops G&B.

5. The board of directors and the appropriate officers of each of Hops Southwest and Hops G&B are hereby authorized, empowered and directed to take all such steps and do all such acts and things as they, or any one of them individually, shall determine to be necessary, appropriate or advisable to proceed with the transactions contemplated by this Plan of Merger, including, without limitation, the making of any and all payments, the execution of any necessary or appropriate agreements, instruments, certificates, affidavits or other documents in connection therewith, and from time to time to take any and all action to make, execute, verify and file all applications, certificates, documents or other instruments and to do any and all acts and things which any one or more of them shall deem necessary, advisable or appropriate in order to carry out the intent and purpose of this Plan of Merger.