

P9 7000031848

Denise Smith

Requester's Name

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FILED  
2002 JAN 15 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Spar Rib

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



Walk in



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Mail out



Will wait



Photocopy



Certificate of Status

**NEW FILINGS**



Profit



Not for Profit



Limited Liability



Domestication



Other

**AMENDMENTS**



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

**OTHER FILINGS**



Annual Report



Fictitious Name



Foreign



Limited Partnership



Reinstatement



Trademark



Other

**REGISTRATION/QUALIFICATION**

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SONJACK, CO., a Florida corporation, P96000044127

INTO

**SPARE RIB, INC.**, a Florida entity, P97000031848

File date: January 15, 2002

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
SONJACK, CO., a Florida corporation  
with  
SPARE RIB, INC., a Florida corporation**

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**ARTICLES OF MERGER** between SonJack, Co, a Florida corporation and Spare Rib, Inc., a Florida corporation.

Under sec. 607.1105 of the Florida Business Corporation Act (the "Act"), SonJack, Co. and Spare Rib, Inc. adopt the following Article of Merger:

1. The Agreement and Plan of Merger dated April 17, 2001, between SonJack, Co. and Spare Rib, Inc. was approved and adopted by the shareholders of SonJack, Co. on May 16, 2001. and was approved and adopted by the shareholders of Spare Rib, Inc. on May 16, 2001.

2. Under the Plan of Merger, all issued and outstanding shares of SonJack Co.'s stock will be acquired by means of a merger of SonJack, Co. into Spare Rib, Inc. with Spare Rib, Inc. the surviving corporation.

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Under sec. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on July 15, 2001.

ATTEST:

\_\_\_\_\_  
(Corporate Seal)

SonJack, Co.  
A Florida corporation

By: \_\_\_\_\_

Bryan K. Smith, President

ATTEST:

\_\_\_\_\_  
(Corporate Seal)

Spare Rib, Inc.  
a Florida corporation

By: \_\_\_\_\_

Bryan K. Smith, President

## PLAN OF MERGER

Merger between Spare Rib, Inc, (the "Surviving Corp.") and SonJack Co., (the Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with sections 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each two (2) shares of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in sec. 607.1106 of the Act.

5. Supplemental Action. IF at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

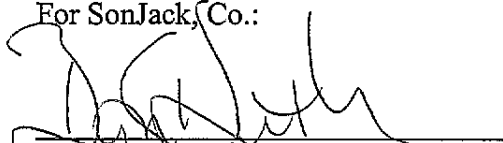
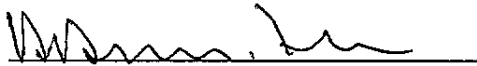
6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as is fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with sec.,

607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date" which shall be the date of filing with the Florida Secretary of State.

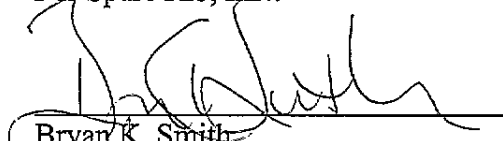

7. Amendment and Waiver. Any f the terms and conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same person), or at any time thereafter a long as such change is in accordance with sec. 607.1102 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by actual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

For SonJack, Co.:

  
Bryan K. Smith  
Harold A. Smith

For Spare Rib, Inc.:

  
Bryan K. Smith  
Harold A. Smith