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JUL 9, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Alex & Wendy Corporation, Jacob & Wendy Corporation,

Miriam & Wendy Corporation into Beth & Wendy Corporation

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

*File 2nd
client wants
1 cert copy
& 1 stamped
copy back*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL -9 PM 3:52

FILED

NOT RECORDED
TO AVOID DOUBLE
SUFFICIENCY OF FILING

2001 JUL -9 AM 10:02

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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****140.00 ****140.00

4000004463954-1-6
-07/09/01--01042--013
*****8.75 *****8.75

DR
7/9/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

JACOB & WENDY CORPORATION, a Fla corp P97000100709

MIRIAM & WENDY CORPORATION, a Fla corp. P97000100696

ALEX & WENDY CORPORATION, a Fla corp. P97000100705

INTO

BETH & WENDY CORPORATION, a Florida entity, P97000100702

File date: July 9, 2001

Corporate Specialist: Annette Ramsey

FILED
01 JUL -9 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
BETH & WENDY CORPORATION, a Florida corporation
and
ALEX & WENDY CORPORATION, a Florida corporation
and
JACOB & WENDY CORPORATION, a Florida corporation
and
MIRIAM & WENDY CORPORATION, a Florida corporation

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are BETH & WENDY CORPORATION, a Florida corporation (the "Surviving Corporation") and ALEX & WENDY CORPORATION, a Florida corporation; JACOB & WENDY CORPORATION, a Florida corporation; and MIRIAM & WENDY CORPORATION, a Florida corporation (individually a "Merged Corporation" and collectively the "Merged Corporations").

ARTICLE II. Surviving Corporation. The corporation to survive the Merger is BETH & WENDY CORPORATION, a Florida corporation, which shall continue under its present name.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger").

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the shareholders and the members of the Board of Directors of the Surviving Corporation and by the shareholders and the members of the Board of Directors of each Merged Corporation, respectively, by unanimous written action of even date herewith as required by the laws of the State of Florida and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 6th day of July, 2001.


BETH & WENDY CORPORATION

By: 
Robert J. Goldstein, President

ALEX & WENDY CORPORATION

By: 
Robert J. Goldstein, President

JACOB & WENDY CORPORATION

By: 
Robert J. Goldstein, President

MIRIAM & WENDY CORPORATION

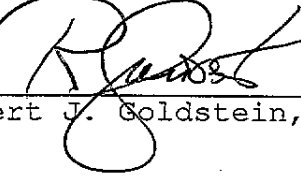
By: 
Robert J. Goldstein, President

EXHIBIT A
PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into as of the 1st day of July, 2001, by and between BETH & WENDY CORPORATION, a Florida corporation (the "Surviving Corporation") and ALEX & WENDY CORPORATION, a Florida corporation; JACOB & WENDY CORPORATION, a Florida corporation; and MIRIAM & WENDY CORPORATION, a Florida corporation (individually a "Merged Corporation" and collectively the "Merged Corporations").

Recitals

A. The Surviving Corporation and the Merged Corporations desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of qualifying such asset acquisition as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of such Code by effecting a merger pursuant to Section 607.1101, of the Florida Business Corporation Act.

B. The Surviving Corporation desires to merge and combine with the Merged Corporations in order to expand its business and further its corporate purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date of the Merger specified herein, each of ALEX & WENDY CORPORATION, JACOB & WENDY CORPORATION, and MIRIAM & WENDY CORPORATION shall merge with and into BETH & WENDY CORPORATION, in accordance with the Merger laws of the State of Florida. BETH & WENDY CORPORATION, a Florida corporation, shall continue to exist under the laws of the State of Florida as the Surviving Corporation and the separate existence of each of the Merged Corporations shall terminate on the Effective Date of the Merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation will not differ from its Articles of Incorporation, as amended, before the Merger and shall not be changed by virtue of the Merger.

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be the Bylaws of

the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws.

4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be the date the Articles of Merger have been duly filed with the Florida Department of State. Notwithstanding the foregoing, for tax and accounting purposes the Merger shall be deemed to be effective as of July 1, 2001. Each of the parties hereto agrees that it shall execute such documents and such other instruments and take such corporate or other acts or actions as may be necessary to effectuate this Merger. The Articles of Merger shall be in the form attached to this Plan of Merger.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of each of the Merged Corporations shall cease. As provided by the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of each of the Merged Corporations and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to each of the Merged Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in each of the Merged Corporations shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of each of the Merged Corporations; and any claim existing or action or proceeding pending by or against each of the Merged Corporations may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporations shall be impaired by such Merger.

6. Exchange of Shares. On the Effective Date of the Merger, the shares of the capital stock of each Merged Corporation shall be converted into shares of the capital stock of the Surviving Corporation as follows:

(a) Each share of Class A Voting common stock of ALEX & WENDY CORPORATION shall be exchanged for one (1) share of Class A Voting common stock of the Surviving Corporation;

(b) Each share of Class B Non-Voting common stock of ALEX & WENDY CORPORATION shall be exchanged for one (1) share of Class B Non-Voting common stock of the Surviving Corporation;

(c) Each share of Class A Voting common stock of JACOB & WENDY CORPORATION shall be exchanged for one (1) share of Class A Voting common stock of the Surviving Corporation;

(d) Each share of Class B Non-Voting common stock of JACOB & WENDY CORPORATION shall be exchanged for one (1) share of Class B Non-Voting common stock of the Surviving Corporation;

(e) Each share of Class A Voting common stock of MIRIAM & WENDY CORPORATION shall be exchanged for one (1) share of Class A Voting common stock of the Surviving Corporation; and

(f) Each share of Class B Non-Voting common stock of MIRIAM & WENDY CORPORATION shall be exchanged for one (1) share of Class B Non-Voting common stock of the Surviving Corporation.

Upon surrender of certificates representing the shares of the capital stock of each of the Merged Corporations, each shareholder of each of the Merged Corporation shall be entitled to receive in exchange certificates representing shares of the capital stock of the Surviving Corporation in accordance with the foregoing provisions of this Section, and such shares of the capital stock of the Surviving Corporation shall be issued as fully paid and nonassessable.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

8. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

9. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of each of the Merged Corporations as of the Effective Date of the Merger shall execute such conveyances, or documents or take such

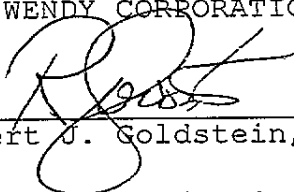
actions.

10. Amendment/Abandonment of Plan. The Shareholders of the Merged Corporations and the Surviving Corporation have authorized the Board of Directors of each Corporation to amend this Plan of Merger or abandon the Merger, prior to the filing of the Articles of Merger with the Florida Department of State, without further action of the Shareholders.

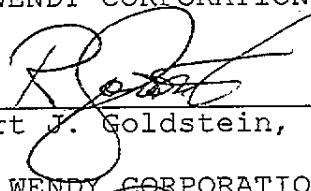
11. Real Property. Prior to the Effective Date of the Merger, the Merged Corporations owned real property located in Hillsborough County, Florida described on Exhibit "1" attached hereto, and ~~real property located in Pinellas County, Florida described on Exhibit "2" attached hereto.~~

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

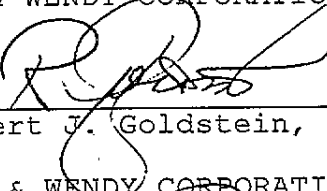
BETH & WENDY CORPORATION

By: 
Robert J. Goldstein, President

ALEX & WENDY CORPORATION

By: 
Robert J. Goldstein, President

JACOB & WENDY CORPORATION

By: 
Robert J. Goldstein, President

MIRIAM & WENDY CORPORATION

By: 
Robert J. Goldstein, President

EXHIBIT 1

ALEX & WENDY CORPORATION PROPERTIES

PARCEL NO. 1

Lot 3 Block 13 in EL VALLE DE TAMPA as per map or plat thereof, recorded in Plat Book 1, Page 81 of the Public Records of Hillsborough County, Florida, all lying and being in Section 17, Township 29 South, Range 19 East.

PARCEL NO. 2

Lot 19 Block 40 in RE-PLAT OF DREW PARK as per map or plat thereof, recorded in Plat Book 29, Page 70 of the Public Records of Hillsborough County, Florida, all lying and being in Section 05, Township 29 South, Range 18 East.

PARCEL NO. 3

West 35 Feet of Lot 2 Block 3 in EL VALLE DE TAMPA as per map or plat thereof, recorded in Plat Book 19, Page 81 of the Public Records of Hillsborough County, Florida, all lying and being in Section 17, Township 29 South, Range 19 East.

PARCEL NO. 4

Lot 14 Block 2 in BEARSS HEIGHTS SUBDIVISION as per map or plat thereof, recorded in Plat Book 34, Page 24 of the Public Records of Hillsborough County, Florida, all lying and being in Section 36, Township 27 South, Range 18 East.

PARCEL NO. 5

Lots 1 to 14 Incl Block 1 in SECOND REVISION EAST BAY PARK as per map or plat thereof, recorded in Plat Book 7, Page 23 of the Public Records of Hillsborough County, Florida, all lying and being in Section 17, Township 29 South, Range 19 East.

PARCEL NO. 6

North 154.50 feet of that part of West 3/4 of Northwest 1/4 of Southeast 1/4 East of Railroad recorded in the Public Records of Hillsborough County, Florida, all lying and being in Section 35, Township 27 South, Range 17 East.

PARCEL NO. 7

Lot 7 Block 18 in SOUTH LINCOLN PARK as per map or plat thereof, recorded in Plat Book 4, Page 95 of the Public Records of Hillsborough County, Florida, all lying and being in Section 28, Township 28 South, Range 22 East.

PARCEL NO. 8

EAST 372.9 FEET OF SOUTH 5/8 OF SOUTHEAST 1/4 OF NORTHWEST 1/4 LESS NORTH 1/3 ALL LYING AND BEING IN SECTION 21, TOWNSHIP 28 SOUTH, RANGE 20 EAST, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA.

PARCEL NO. 9

Tract Beginning 46 feet South of Northwest Corner of Lot 396 and Run East 60.25 feet Southwesterly 96.43 feet to Southernly Boundary of Lot 395 Northwesterly on Lot Line 17.62 feet to South Corner of Lot 396 and North 72 feet to Beginning also Tract Described as Beginning 46 feet South and 60.25 feet Easterly of Northwesterly Corner of Lot 396 Continuing Easterly 7.5 feet to most Northernly Corner of Lot 394 Thence Southeasterly 30 feet Along Northernly Boundary of Lot 394 Thence Southernly 50 feet at Right Angles to Northernly Boundary of Lot 394 to a Point on Southernly Boundary of Lot 394 Thence Northwesterly Along Southernly Boundary of Lot 394 25.40 feet to a Point 4.6 feet Southeasterly of most Westerly Corner of Lot 394 Thence Northeasterly 45.95 feet to Point of Beginning in FERN CLIFF as per map or plat thereof, recorded in Plat Book 11, Page 21 of the Public Records of Hillsborough County, Florida, all lying and being in Section 30, Township 28 South, Range 19 East.

PARCEL NO. 10

Lots 1 2 and 3 and North 1/2 of Closed Alley Abutting on South Block 2 in SECOND REVISION EAST BAY PARK as per map or plat thereof, recorded in Plat Book 7, Page 23 of the Public Records of Hillsborough County, Florida, all lying and being in Section 17, Township 29 South, Range 19 East.

JACOB & WENDY CORPORATION PROPERTIES

PARCEL NO. 1

East 1/2 of South 1/2 of Lot 40 of HANKIN'S SUBURAN HOMESITES REVISED as per map or plat thereof, recorded in Plat Book 29, Page 26, of the Public Records of Hillsborough County, Florida, all lying and being in Section 32, Township 28 South, Range 19 East.

PARCEL NO. 2

The West 157.6 feet of the Southeast 1/4 of Southwest 1/4 less the North 854 feet recorded in the Public Records of Hillsborough County, Florida, all lying and being in Section 21, Township 28 South, Range 20 East.

PARCEL NO. 3

That Part of East 1/2 of West 1/2 of Northeast 1/4 of Northeast 1/4 South of Road, recorded in the Public Records of Hillsborough County, Florida, all lying and being in Section 24, Township 28 South, Range 21 East.

MIRIAM & WENDY CORPORATION PROPERTIES

PARCEL NO. 1

Commence at Southwest corner of Northwest 1/4 of Southeast 1/4 run North 1112.08 feet East 674.87 feet thence North 32 degrees East 330.34 feet More or Less for Point of Beginning thence North 35 degrees 43 minutes West 121.10 feet thence North 53 degrees 25 minutes West 144.01 feet thence North 35 degrees 33 minutes 19 seconds East 50 feet More or Less to point on Southernly Right of Way State Road 60 thence South 53 degrees 25 minutes East 144.02 feet thence continue along Southernly Right of Way South 55 degrees 54 minutes East 121.11 feet thence South 36 degrees West 50 feet More or Less to Point of Beginning recorded in the Public Records of Hillsborough County, Florida, all lying and being in Section 19, Township 28 South, Range 20 East.

PARCEL NO. 2

Lot 14 in KATHRYN PARK as per map or plat thereof, recorded in Plat Book 23, Page 56 of the Public Records of Hillsborough County, Florida, all lying and being in Section 30, Township 28 South, Range 19 East.

PARCEL NO. 3

Lot 39 and North $\frac{1}{4}$ of Closed Alley Abutting on South in WARNER SUBDIVISION as per map or plat thereof, recorded in Plat Book 9, Page 28 of the Public Records of Hillsborough County, Florida, all lying and being in Section 25, Township 28 South, Range 18 East.

PARCEL NO. 4

Lot 21 Block 76 in Re-Plat of Drew Park as per map or plat thereof, recorded in Plat Book 29, Page 70 of the Public Records of Hillsborough County, Florida, all lying and being in Section 8, Township 29 South, Range 18 East.

PARCEL NO. 5

West $\frac{1}{2}$ of Lot 19 and Lot 20 Block 12 in SYLVAN DALE as per map or plat thereof, recorded in Plat Book 27, Page 3, of the Public Records of Hillsborough County, Florida, all lying and being in Section 12, Township 28 South, Range 18 East.

PARCEL NO. 6

Lot 22 Block 76 in RE-PLAT OF DREW PARK as per map or plat thereof, recorded in Plat Book 29, Page 70 of the Public Records of Hillsborough County, Florida, all lying and being in Section 8, Township 29 South, Range 18 East.

PARCEL NO. 7

South 291 feet of North 622 feet of West 325 feet of East 2030 feet of Southeast $\frac{1}{4}$ of the Public Records of Hillsborough County, Florida, all lying and being in Section 18, Township 28 South, Range 21 East.

PARCEL NO. 8

Lot 74 in FERN CLIFF as per map or plat thereof, recorded in Plat Book 11, Page 21 of the Public Records of Hillsborough County, Florida, all lying and being in Section 30, Township 28 South, Range 19 East.

PARCEL NO. 9

SEMINOLE LAKE ESTATES Lot Beginning 508 feet North of Center of Damon Ave on East Side of Walter Drive & Run North 100 feet East 175 feet South 100 feet & West 175 feet to Beginning, as per map or plat thereof, recorded in Plat Book 34, Page 1 of the Public Records of Hillsborough County, Florida, all lying and being in Section 25, Township 28 South, Range 21 East.

PARCEL NO. 10

Lots 23 and 24 in Block 76 of Re-Plat of Drew Park as per map or plat recorded in Plat Book 29 page 70 of the Public Records of Hillsborough County, Florida, all lying and being in Section 8, Township 29 South, Range 18 East.