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MERGER OR SHARE EXCHANGE

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ARTICLES OF MERGER
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MERGING:

CELEBRITY CHEESECAKE CORPORATION, a Florida corporation, document
number J28447

INTO

RUNITA, CORP., a Florida entity, P98000041622

File date: August 24, 2000

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 23, 2000

RUNITA, CORP.
974 S STATE RD 7
MARGATE, FL 33068US

SUBJECT: RUNITA, CORP.
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**ARTICLES OF MERGER
OF
CELEBRITY CHEESECAKE CORPORATION, A FLORIDA CORPORATION,
WITH AND INTO
RUNITA, CORP., A FLORIDA CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between **CELEBRITY CHEESECAKE CORPORATION**, a Florida corporation ("Celebrity") and **RUNITA, CORP.**, a Florida corporation ("Runita").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") Celebrity and Runita adopt the following Articles of Merger.

1. The Plan of Merger is attached to these Articles as Exhibit "A" and incorporated by reference as if fully set forth herein.

2. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the merger shall be on the date and time of filing of these Articles of Merger with the Secretary of State of the State of Florida.

3. The Plan of Merger dated as of Aug 23, 2000 ("Plan of Merger") setting forth the terms and conditions of the merger of Celebrity with and into Runita was approved and adopted by the sole Shareholder and sole Director of Celebrity by Written Consent dated as of Aug 23, 2000, and was approved and adopted by the sole Shareholder and the sole Director of Runita by Written Consent dated as of Aug. 23, 2000

IN WITNESS WHEREOF, the parties have set their hands as of the 23rd day of August, 2000.

CELEBRITY CHEESECAKE CORPORATION,
a Florida corporation

By Anita Phillips
ANITA PHILLIPS, President

RUNITA, CORP., a Florida corporation

By Anita Phillips
ANITA PHILLIPS, President

**PLAN OF MERGER
OF
CELEBRITY CHEESECAKE CORPORATION, A FLORIDA CORPORATION
WITH AND INTO
RUNITA, CORP., A FLORIDA CORPORATION**

This is a Plan of Merger ("Plan of Merger") between CELEBRITY CHEESECAKE CORPORATION, a Florida corporation (the "Merged Corp."), and RUNITA, CORP., a Florida corporation (the "Surviving Corp."), (collectively the "Constituent Corporations"). This Plan of Merger, in accordance with Section 607.1101 of the Florida Statutes and Section 368(a)(1) of the Internal Revenue Code, is adopted as follows:

1. Merger. Celebrity Cheesecake Corporation shall be merged with and into Runita, Corp., in accordance with the laws of the State of Florida. The name of the Surviving Corporation shall be Runita, Corp.
2. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as 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.
3. Conversion of Stock. Each share of Merged Corp.'s Common Stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the merger and without any action on the part of the holders, be converted into one share of the presently authorized and unissued shares of the Common Stock of Surviving Corp.; provided that no fractional share of Surviving Corp. Common Stock shall be issued or exchanged for shares of Merged Corp.'s Common Stock.
4. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Merged Corp.'s stock shall have been converted and become exchangeable for under this Plan of Merger shall be deemed to have been paid in full satisfaction of such converted shares.
5. Effect of Merger. On the Effective Date, the separate corporate existence of Merged Corp. shall cease, and Surviving Corp. shall be fully vested in and shall succeed, without other transfer, to all the rights, privileges, immunities, powers, franchises and property of Merged Corp. and shall be subject to all the debts, restrictions, liabilities, disabilities, and duties of the Merged Corp. in the same manner as if the Surviving Corp. had itself incurred them. The Surviving Corp. will carry on business with the assets of Merged Corp., as well as with the assets of Surviving Corp. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
6. 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 of Merger, the appropriate officers of Surviving Corp. or Merged 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 of Merger.

7. Filing with the Florida Secretary of State and Effective Date. Upon the closing, as provided in the Articles of Merger of which this Plan of Merger is a part, Merged Corp. and Surviving Corp. shall cause their appropriate Officers to execute Articles of Merger in the form attached to this Plan of Merger and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if 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 Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger with the Secretary of State of Florida.

8. Amendment and Waiver. Any of the terms or conditions of this Plan of Merger 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 persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

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

IN WITNESS WHEREOF, the parties have set their hands as of the 23rd day of August 2000.

CELEBRITY CHEESECAKE CORPORATION, a
Florida corporation

By: Anita Phillips
ANITA PHILLIPS, President

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RUNITA, CORP., a Florida corporation

By: Anita Phillips
ANITA PHILLIPS, President

FAX AUDIT NO. H00000044361

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