

8000078796

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

☒ Walk in

☐ Pick up time

ASAP

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

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

FILED  
RECEIVED  
98 DEC -4 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

File list

800002703568--4  
-12/04/98--01075--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials

12/4/98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HELMSLEY DEVELOPMENT CORPORATION, a Florida corporation, P23020

INTO

**CICCIO & TONY'S USA, INC.**, a Florida corporation, P98000078796

File date: December 4, 1998

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER OF HELMSLEY DEVELOPMENT CORPORATION**

**INTO**

**CICCIO & TONY'S USA, INC.**

a Florida corporation

Pursuant to the provisions of Section 607.1101 of the Florida General Corporation Act, the undersigned corporation, namely **HELMSLEY DEVELOPMENT CORPORATION**, a foreign corporation authorized to do business in the State of Florida adopts the following Articles of Merger for the purpose of merging into **CICCIO & TONY'S USA, INC.**, a Florida corporation:

1. The following Plan of Merger was approved by the shareholders of Helmsley Development Corporation and Ciccio & Tony's USA, Inc.:

(a) Helmsley Development Corporation shall be merged into Ciccio & Tony's USA, Inc., which shall be the surviving corporation.

(b) There are no conditions to the merger except that the merger shall constitute a tax free merger under the terms and provisions of Section 368(a)(1)(A) of the United States Internal Revenue Code.

(c) The shareholder of Helmsley Development Corporation shall receive One Hundred (100) shares of common stock of Ciccio & Tony's USA, Inc. as consideration for said merger.

2. The date of adoption of the Plan of Merger by the sole shareholder of Helmsley Development Corporation was November 15, 1998. The date of adoption of the Plan of Merger by the sole shareholder of Ciccio & Tony's USA, Inc. was on November 16, 1998.

3. All of the shareholders of both Helmsley Development Corporation and Ciccio & Tony's USA, Inc. unanimously approved the Plan of Merger which shall be effective as of November 16, 1998.

**IN WITNESS WHEREOF**, for purposes of merging Helmsley Development Corporation into Ciccio & Tony's USA, Inc., the undersigned have executed and delivered these Articles of Merger this 3rd day of December, 1998.

**HELMSLEY DEVELOPMENT CORPORATION,**  
a foreign corporation authorized  
to do business in Florida

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

Ernest L. Mascara, President

(CORPORATE SEAL)

**CICCIO & TONY'S USA, INC.,**  
a Florida corporation

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

Ernest L. Mascara, Its Vice-President

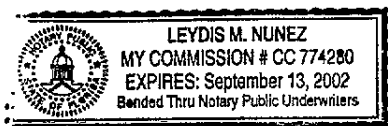
(CORPORATE SEAL)

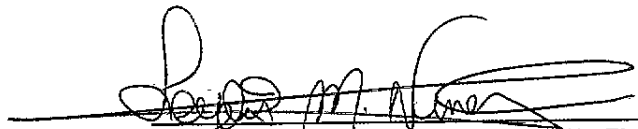
**FILED**  
DEC -4 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

Before me, the undersigned authority, personally appeared **Ernest L. Mascara**, the President of **HELMSLEY DEVELOPMENT CORPORATION**, a foreign corporation authorized to do business in the State of Florida and as Vice-President of **CICCIO & TONY'S USA, INC.**, a Florida corporation, on behalf of both corporations, who is to me well known to be the person described in and who subscribed to the above Articles of Merger, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

**IN WITNESS WHEREOF**, I have hereunder set my hand and my official seal, at St. Petersburg, Florida, in said County and State this 3rd day of December, 1998.



  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

(SEAL)

My commission expires: 9-13-2002

**PLAN AND AGREEMENT OF MERGER OF  
HELMSLEY DEVELOPMENT CORPORATION  
WITH AND INTO  
CICCIO & TONY'S USA, INC.**

This Plan and Agreement of Merger (the "Agreement") is dated and made effective on November 16, 1998 and is entered into by and between **HELMSLEY DEVELOPMENT CORPORATION**, a foreign corporation authorized to do business in the State of Florida and **CICCIO & TONY'S USA, INC.**, a Florida corporation, for valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged. The two corporations (sometimes hereinafter collectively referred to as the "Corporations") agree as follows:

**1. Parties; Compliance with State Law.**

1.01 **Surviving Corporation.** Ciccio & Tony's USA, Inc. is the corporation which will survive the merger ("Merger") provided for in this Agreement and will be referred to as the "Surviving Corporation".

1.02 **Disappearing Corporation.** The separate existence of Helmsley Development Corporation will cease on the effective date of the Merger as set forth in Section 2.01 of this Agreement (the "Effective Date"). Helmsley Development Corporation will be referred to as the "Disappearing Corporation".

1.03 **Compliance with State Law.** This merger is permitted and shall be governed by the laws of the State of Florida, which is the jurisdiction under which the Corporations are organized.

**2. Merger; Effective Date.**

2.01 **Effective Date.** Except as otherwise required by law, the Merger will be effective on the earlier of (a) the date of issuance of the Certificate of Merger by the Department of State of the State of Florida or (b) as of 12:01 AM on November 16, 1998. That date is hereinafter referred to as the "Effective Date".

2.02 **Merger.** As of the Effective Date, the Disappearing Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation shall continue to be organized and existing under the laws of the State of Florida as a corporation for profit pursuant to the provisions of Chapter 607 of the Florida Statutes. The effects of the Merger are as provided in this Agreement, the Florida Statutes and other applicable law. It is the intent of each of the Corporations that the Merger shall qualify both as a reorganization within the meaning of section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code") and as a complete liquidation of a subsidiary pursuant to Section 332 of the Code, and that through the override provisions of the Code, this transaction will be treated for federal income tax purposes as a complete liquidation of a subsidiary pursuant to Section 332 of the Code.

### 3. Corporate Matters.

3.01 Issued Shares. Prior to the Effective Date, the number of authorized shares of capital stock of the Disappearing Corporation is 100 shares of common stock, par value \$1.00 per share, of which all 100 shares have been issued and outstanding. On the Effective Date, the authorized capital stock of the Disappearing Corporation shall be completely cancelled, and the Surviving Corporation shall issue the shareholder of the Disappearing Corporation 100 shares of common stock and the Surviving Corporation shall continue to be organized and exist under Chapter 607 of the Florida Statutes.

#### 3.02 Director Approval.

(a) Disappearing Corporation. The Board of Directors of the Disappearing Corporation adopted and approved the Merger and this Agreement at its Board of Directors meeting held on November 15, 1998, at which time the Board authorized a special meeting of shareholders to be held on that day because the sole shareholder of the Disappearing Corporation was present. The Board of Directors recommended to the shareholder of the Disappearing Corporation that the Merger and this Agreement be approved.

(b) Surviving Corporation. The Board of Directors of the Surviving Corporation adopted and approved the Merger and this Agreement at the Board of Directors meeting held on November 16, 1998, at which time the Board authorized a special meeting of shareholders to be held on that day because the sole shareholder of the Surviving Corporation was present. The Board of Directors recommended to the shareholder of the Surviving Corporation that the Merger and this Agreement be approved.

#### 3.03 Shareholder Approval.

(a) Disappearing Corporation. Consummation of the Merger and this Agreement was unanimously approved by the sole shareholder of the Disappearing Corporation on November 15, 1998.

(b) Surviving Corporation. Consummation of the Merger and this Agreement was unanimously approved by the sole shareholder of the Surviving Corporation on November 16, 1998.

3.04 Directors and Officers of Surviving Corporation. The directors and officers of the Surviving Corporation at the Effective Date will continue to be the directors and officers of the Surviving Corporation until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal from office.

3.05 Name of Surviving Corporation. As of the Effective Date, the name of the Surviving Corporation will continue to be Ciccio & Tony's USA, Inc until an amendment is filed in accordance with Florida law.

3.06 Exchange of Shares and Mode of Effecting Merger. On the Effective Date of the Merger, all shares of capital stock of the Disappearing Corporation shall be completely cancelled, and the Surviving Corporation shall succeed to all of the assets and

liabilities of the Disappearing Corporation as provided by the Florida Statutes and other applicable law, and 100 shares of common stock of the Surviving Corporation shall be issued to the shareholder of the Disappearing Corporation as a result of the cancellation of shares of the Disappearing Corporation.

4. **Other Terms and Conditions.**

4.01 **Termination.** This Agreement may be terminated and abandoned at any time before it is filed with the Department of State of the State of Florida (a) by the mutual consent of the Corporations, acting through their respective Board of Directors or (b) by any of the Corporations if an action or proceeding before any court or governmental body or agency has been instituted or is threatened to be instituted to restrain or prohibit the Merger.

4.02 **Further Assurances.** The Disappearing Corporation shall, as and when requested by the Surviving Corporation, execute and deliver, or cause to be executed and delivered, all deeds and other instruments, and take, or cause to be taken, any further or other actions as the Surviving Corporation may deem necessary or desirable in order to vest in, to perfect in, or to conform of record or otherwise to the Surviving Corporation, title to and possession of all property, rights, privileges, powers and franchises of the Disappearing Corporation and otherwise to carry out the intent and purposes of this Agreement.

4.03 **Controlling Law; Entire Agreement; Construction.** The validity, interpretation and performance of this Agreement shall be controlled by, construed and enforced in accordance with the laws of the State of Florida. This Agreement constitutes the entire agreement of the Corporations with respect to the subject matter hereof. Section captions are not a part of this Agreement.

**IN WITNESS WHEREOF**, this Agreement has been duly executed on behalf of each of the Corporations this 10th day of November, 1995.

**SURVIVING CORPORATION:**

**CICCIO & TONY'S USA, INC.,**  
a Florida corporation

By:   
Ernest L. Mascara, President

(CORPORATE SEAL)

**DISAPPEARING CORPORATION:**

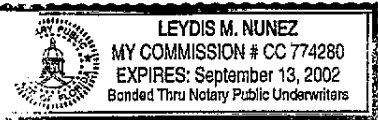
**HELMSLEY DEVELOPMENT CORPORATION,**  
a foreign corporation authorized to do business  
in the State of Florida

By:   
Ernest L. Mascara, President

(CORPORATE SEAL)

STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 3rd day <sup>December</sup> ~~November~~, 1998,  
by **Ernest L. Mascara**, the Vice-President of **CICCIO & TONY'S USA, INC.**, a Florida corporation  
and as President of **HELMSLEY DEVELOPMENT CORPORATION**, a foreign corporation  
authorized to do business in the State of Florida, on behalf of the corporations, who is  
personally known to me or who presented the following identification \_\_\_\_\_  
and who took and oath.



(SEAL)

  
Notary Public, State of Florida at Large  
Print Name:

My commission expires: 9-13-2002