

P98000095979

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April 18, 2001

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, Florida 32314

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Re: DENIRO'S, INC./DENIRO'S FOODS LIMITED PARTNERSHIP
Articles of Merger

Dear Secretary of State:

I am enclosing herewith an original and a copy of the Articles of Merger and the Plan of Merger for the above referenced. In addition, a check in the sum of \$111.25 is enclosed which represents the following fees:

Filing fee for corporation	\$ 35.00
Filing fee for limited partnership	\$ 52.50
Certified Copy	\$ 8.75
Total	95.25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Please file the original of the enclosed Articles of Merger and return certified copy to the undersigned.

Robert L. Underwood
4000 West Chase Blvd., Suite 410
Raleigh, NC 27607

It is extremely important that this filing take place immediately. Due to the unusual nature of merging a Georgia limited partnership into a Florida corporation, if there are any problems with any of the attached information, please call me at the following toll free number: 800-686-1615. I appreciate your assistance.

Respectfully submitted,


Robert L. Underwood

ap

ARTICLES OF MERGER
Merger Sheet

MERGING:

DENIRO'S FOODS LIMITED PARTNERSHIP a Georgia entity not qualified in
Florida

INTO

DENIRO'S, INC., a Florida entity, P98000095979

File date: April 19, 2001

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER
OF
DENIRO'S FOODS LIMITED PARTNERSHIP, A GEORGIA LIMITED PARTNERSHIP
INTO
DENIRO'S, INC., A FLORIDA CORPORATION

The undersigned domestic and foreign entities hereby adopt the following Articles of Merger for the purpose of merging the limited partnership into the corporation:

1. The name, address, entity type and the state under which the merging party is organized is:

DeNiro's Foods Limited Partnership
5795 West Irlo Bronson Memorial Highway
Kissimmee, FL 34746
Georgia Limited Partnership

2. The name, address, entity type and the state under which the surviving party is organized is:

DeNiro's, Inc.
5795 West Irlo Bronson Memorial Highway
Kissimmee, FL 34746
Florida Corporation
EIN 59-3548797
Florida Document Number P98000095979

3. The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation that is a party to the merger, in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

4. The attached Plan of Merger was approved by the limited partner that is party to the merger, in accordance with the respective laws of all applicable jurisdictions.

5. The merger is permitted under the respective laws of all applicable jurisdictions, and is not prohibited by the agreement of any partnership or limited partnership, or the regulations or articles of organization of any limited liability company that is a party to the merger.

6. The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

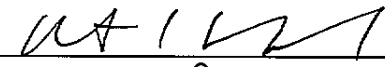
7. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

8. The Surviving Corporation is DeNiro's, Inc., a Florida Corporation.

MERGING ENTITY

DENIRO'S FOODS LIMITED PARTNERSHIP

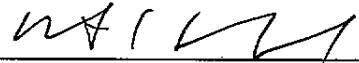
DENIRO'S, INC., GENERAL PARTNER

By: 
Robert L. Underwood

Its: Secretary

SURVIVING CORPORATION

DENIRO'S, INC.

By: 
Robert L. Underwood

Its: Secretary

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TALLAHASSEE FLORIDA

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 608.4381, 617.1103, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
DeNiro's Foods Limited Partnership	Georgia

SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
DeNiro's, Inc	Florida

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

The merger of the Merging Entity into the Surviving Corporation will be effected pursuant to the terms and conditions of this plan. Upon the merger becoming effective, the existence of the Merging Entity will cease, and the corporate existence of the Surviving Corporation will continue and will be governed by the laws of the State of Florida. The time when the merger becomes effective is hereinafter referred to as the "Effective Time".

Articles of Incorporation.

The articles of incorporation of DeNiro's, Inc., a Florida corporation, shall continue to be the articles of incorporation of the Surviving Corporation until altered, amended or repealed as provided by Florida law.

Bylaws.

The present bylaws of DeNiro's, Inc., a Florida corporation shall be the bylaws of the corporation following the merger until altered, amended or repealed as therein provided.

Directors.

The names and addresses of the persons who constitute the Board of Directors of DeNiro's, Inc., a Florida Corporation, following merger and who shall hold office until the next annual meeting of the shareholders of DeNiro's, Inc., a Florida Corporation, following merger are as follows:

<u>Name</u>	<u>Address</u>
Rosario Poma	5795 West Irlo Bronson Memorial Highway Kissimmee, FL 34746

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TALLAHASSEE FLORIDA

Extraordinary Transaction.

Neither entity shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this plan.

Registered Agent.

The registered agent of the Surviving Corporation upon whom process, notices and demands may be served will continue to be:

<u>Name</u>	<u>Address</u>
Robert L. Underwood	537 East Park Avenue Tallahassee, FL 32301

Assets of Merging Entity.

All property, real, personal and mixed and all debts due on whatever account and all other choices in action and all and every other interest of or belonging to or due to DeNiro's Foods Limited Partnership, shall be deemed to be transferred and conveyed and vested in the Surviving Corporation without further act or deed. Further, any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of the merger.

Liabilities of Merging Entity.

The Surviving Corporation shall assume and henceforth be responsible and liable for all the liabilities and obligations of the Merging Entity, and any claim existing or action or proceeding by or against Deniro's Foods Limited Partnership, may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

Officers of Surviving Corporation.

On the effective date of merger, the following persons shall be elected to the offices hereinbelow described to serve in such capacities until the next annual meeting of the Board of Directors or until their successors shall be elected and shall qualify:

President	-	Rosario Poma
Secretary/Treasurer	-	Robert L. Underwood

Abandonment.

After approval of this Plan by the General Partner of the Merging Entity and the Shareholders and Board of Directors of the Surviving Corporation, and at any time prior to the merger's becoming effective, the Board of Directors of the Surviving Corporation may, in their discretion, abandon the merger.

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TALLAHASSEE, FLORIDA

Outstanding Shares/Units.

As to each of the undersigned entities, the number of shares/units outstanding and the designation and number of outstanding shares/units are as follows:

<u>Name of Entity</u>	<u>Number of Shares/ Units Outstanding</u>	<u>Number of Shares/ Units Authorized</u>
DeNiro's, Inc. (Florida)	1 share	100 shares
DeNiro's Foods Limited Partnership (Georgia)	100 units	100 units

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TALLAHASSEE, FLORIDA

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

At the Effective Time, the ownership of the entities participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
2. Merging Entity. Each limited partnership unit of the Merging Entity will be converted into and exchanged for shares of the Surviving Corporation on a unit for share basis, such that each unit of the Merging Entity shall be exchanged for one share of the Surviving Corporation. DeNiro's, Inc. owns one unit of DeNiro's Foods Limited Partnership, and that unit shall be cancelled.
3. Fractional Shares. No fractional shares will be issued. Any unit owner of the Merging Entity who would otherwise be entitled to receive five-tenths (.5) or more of a share will instead receive an additional whole share; and any shareholder who would otherwise be entitled to less than five-tenths (.5) of a share will not receive any consideration for such fractional interest.
4. Surrender of Share Certificates. Each holder of a certificate representing shares to be converted or exchanged in the merger will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares to which he is entitled under this Plan. Until so surrendered, each outstanding certificate that prior to the Effective Time represents shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this Plan.

5. Share Ownership. Following this merger, the shares of DeNiro's, Inc. a Florida corporation, the Surviving Corporation, shall be owned by the previous owners of DeNiro's Foods Limited Partnership, a Georgia limited partnership.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Not Applicable

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Not Applicable

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

NONE REQUIRED

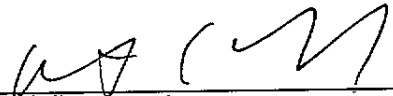
EIGHTH: Other provisions, if any, relating to the merger:

NONE

The effective date of the merger is the date on which the Certificate of Merger is issued by the Department of State.

DATED: April 18, 2001

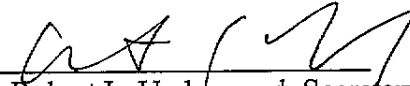
Deniro's, Inc., a Florida Corporation

By: 
Robert L. Underwood, Secretary

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Deniro's Foods Limited Partnership
a Georgia limited partnership

By: Deniro's, Inc., General Partner

By: 
Robert L. Underwood, Secretary

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