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JAMES C. BRADY, P.A.*
RICHARD G. COKER, JR., P.A.

ROD A. FEINER
SONJA K. KNIGHTON

* JAMES C. BRADY
ALSO MEMBER: VIRGINIA BAR AND
BAR OF THE DISTRICT OF COLUMBIA

March 15, 2001

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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger and Plan of Merger/Gallagher's Grand-Central Oyster Bar
Franchising, Inc.

Dear Sir/Madam:

Enclosed please find the following regarding the above corporation:

1. Original plus two copies of the Plan of Merger;
2. Original plus two copies of the Articles of Merger; and
3. Trust Account check in the amount of \$87.50 representing the filing fee and a certified copy for each document.

If you have any questions, please do not hesitate to contact me. Thank you.

Sincerely,



PATRICIA K. WILLIAMS
Secretary to Rod A. Feiner

Merger
3-23-01
PWS

FILED
01 MAR 19 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PKW:me

Enclosures

cc: Matt Rayn, Esq.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GALLAGHER'S STEAKHOUSE-GRAND CENTRAL OYSTER BAR
FRANCHISING, INC., a Florida corporation, P98000107706

INTO

GALLAGHER'S STUD, INC.. a New York corporation not qualified in Florida

File date: March 19, 2001

Corporate Specialist: Doug Spittler

ARTICLES OF MERGER
OF GALLAGHER'S STUD, INC. AND
GALLAGHER'S STEAKHOUSE-GRAND CENTRAL OYSTER BAR
FRANCHISING, INC.

FILED
01 MAR 19 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, Jerome Brody and Carmi Rapport, being President and Secretary of Gallagher's Stud, Inc., respectively, a New York corporation, and

WE, Jerome Brody and Marlene Brody, Chairperson of the Board and Secretary of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc., respectively, a Florida corporation, do hereby certify that:

1. The above-referenced corporations have mutually agreed to, and hereby do, unite and merge into a single corporation under the name of Gallagher's Stud, Inc., a New York corporation.

2. The merger of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. and Gallagher's Stud, Inc. into Gallagher's Stud, Inc. is permitted by the laws of the State of New York and that Gallagher's Stud, Inc. has complied with all requirements of New York law.

3. The Plan of Merger for Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. and Gallagher's Stud, Inc. into Gallagher's Stud, Inc. is attached hereto as Exhibit "A".

4. The terms of this merger were initially agreed upon and between the Directors of the above-named corporations and were authorized and approved by unanimous consent of the Shareholders of each corporation on January 31, 2001.

5. The terms of the merger are effective immediately upon the filing of these Articles of Merger with Florida Secretary of State and the surviving corporation, Gallagher's Stud, Inc., shall have, thereupon and thereafter, such additional rights, powers, and liabilities as are conferred or opposed by New York law.

6. Upon the effective date of the merger, Gallagher's Stud, Inc. shall be deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligation of the rights of dissenting shareholders of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. and agrees that Gallagher's Stud, Inc. shall promptly pay to the dissenting shareholders of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. the amount, if any, to which such shareholders are entitled under Section 607.1302, Florida Statutes.

DATED:

1/31/01

GALLAGHER'S STEAKHOUSE-GRAND
CENTRAL OYSTER BAR FRANCHISING, INC.,
a Florida corporation

Witnesses:

Print Name:

Paul A. Fenn

Print Name:

DIANA BIEGLER

By:

Print Name: Jerome Brody
Its: Chairperson of the Board

ATTEST:

Marlene Brody
Marlene Brody, Secretary

DATED:

1/31/01

GALLAGHER'S STUD, INC.,
a New York corporation

Witnesses:

Print Name:

DIANA BIEGLER

Print Name:

By:

Print Name: Jerome Brody
Its: President

ATTEST:

Carmi Rapport
Carmi Rapport, Director

PLAN OF MERGER

THIS PLAN OF MERGER is dated this 31st day of January, 2001, by and between GALLAGHER'S STEAKHOUSE-GRAND CENTRAL OYSTER BAR FRANCHISING, INC., a valid Florida corporation, and GALLAGHER'S STUD, INC., a valid New York corporation.

W I T N E S S E T H

WHEREAS, Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. is a valid corporation organized and existing under the laws of the State of Florida, and

WHEREAS, Gallagher's Stud, Inc. is a corporation organized and existing under the laws of the State of New York, and

WHEREAS, the Board of Directors of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. and Gallagher's Stud, Inc. both deem it desirable and in the best interest of their respective corporations and their shareholders to merge; with Gallagher's Stud, Inc. being the surviving corporation,

NOW, THEREFORE, in consideration of the foregoing and the mutual promises and covenants, and subject to the conditions herein set forth, the constituent corporations agree as follows:

1. Names of Parties. The names of the parties of this Plan of Merger are Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. and Gallagher's Stud, Inc.

2. Surviving Corporation. Gallagher's Stud, Inc., a New York corporation, shall be the surviving corporation and Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc., shall be the dissolving corporation.

3. Manner and Basis of Converting Shares of Stock of Each Corporation. The designation and number of outstanding shares of each class and series and the voting rights of each corporation are as follows:

I. Gallagher's Stud, Inc. - 200 shares of common stock, no par value, 116 of which are issued and outstanding, each containing the equivalent of one vote.

II. Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. - 500 shares of common stock, having a \$1.00 par value, 100 of which have been issued and outstanding, each share of stock containing the equivalent one vote.

Upon this information, the manner and basis of converting the shares of stock of the constituent corporation into shares of stock for Gallagher's Stud, Inc. shall be as follows:

A. Each share of common stock of Gallagher's Stud, Inc., no par value, issued and outstanding on the effective date of the merger shall continue to be one share of common stock, no par value, of the surviving corporation, entitled to one vote per each share of common stock issued.

B. Each share of common stock of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc., which are issued and outstanding on the effective date of the merger shall be changed and converted into one-tenth (1/10) of one share of common stock of Gallagher's Stud, Inc., which shares of common stock of Gallagher's Stud, Inc. shall thereupon be issued to the shareholders of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. and be considered outstanding shares of stock of Gallagher's Stud, Inc.

C. Any and all shares of common stock of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. held by Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. in its treasury on the effective date of the merger shall forthwith be surrendered to Gallagher's Stud, Inc. for cancellation, and no shares of Gallagher's Stud, Inc. shall be issued or issuable in respect thereof.

D. After the effective date of the merger, holders of certificates for shares of common stock in Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. shall surrender such shares to Gallagher's Stud, Inc., through its duly appointed agent, in such a manner as Gallagher's Stud, Inc. shall legally require. Upon receipt of said share certificates, Gallagher's Stud, Inc. shall issue and exchange therefore a certificate of shares of common stock in Gallagher's Stud, Inc. representing the number of shares of such stock to which such holder shall be entitled as hereinabove set forth.

E. In addition, the shareholders of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. shall be entitled to receive any dividends on such shares of common stock of Gallagher's Stud, Inc. which may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate of common stock of Gallagher's Stud, Inc. Holders of stock certificates of common stock of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. shall not be entitled to dividends payable on shares

of stock in Gallagher's Stud, Inc. unless and until said shareholders of the Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. have been issued certificates of common stock in Gallagher's Stud, Inc. as hereinabove provided.

4. Articles of Incorporation. The Articles of Incorporation of Gallagher's Stud, Inc. shall be deemed to be the Articles of Incorporation of the surviving corporation and no changes shall be deemed to have been made to the Articles of Incorporation of Gallagher's Stud, Inc. by this merger.

5. Terms and Conditions of Plan. Upon the effective date of the merger, the separate, distinct corporate existence of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. shall cease and Gallagher's Stud, Inc. shall be the owner, without any other transfer being accomplished, of all of the rights and property of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc., and Gallagher's Stud, Inc. shall also become subject to all of the liabilities, obligations and penalties of Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc.

6. Purpose and Office of Surviving Corporation. The purpose, county where the principal place of business of the surviving corporation, and number of directors shall be as it appears in the certificate of incorporation of Gallagher's Stud, Inc.

7. By-Laws. The By-Laws of Gallagher's Stud, Inc., as is in effect on the effective date of this merger, shall be the By-Laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-Laws are adopted as provided pursuant to the By-Laws and Articles of Incorporation of Gallagher's Stud, Inc.

8. Members of the Board of Directors. The names of the persons who shall constitute the Board of Directors of Gallagher's Stud, Inc., the surviving corporation, and who shall hold office until the first annual meeting of the shareholders following the effective date of the merger of Gallagher's Stud, Inc. shall be as follows:

Jerome Brody
Marlene Brody
Carmi Rapport

9. Effective Date. The Plan of Merger and Merger of Gallagher's Stud, Inc. and Gallagher's Steakhouse-Grand Central Oyster Bar Franchising, Inc. shall be the date the Articles of Merger are filed with the Florida Secretary of State.

10. Counterparts. This Plan of Merger may be executed in any number of counterparts, and all such counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals the day and year set forth below their respective signatures.

DATED: 1/31/01 GALLAGHER'S STUD, INC.,
a New York corporation

Witnesses:

Diana Biegler
Print Name: DIANA BIEGLER

Frank Sblendido
Print Name: FRANK SBLENDIDO

By:

Jerome Brody
Print Name: Jerome Brody

ATTEST:

Marlene Brody
Marlene Brody, Secretary

DATED: 1/31/01 GALLAGHER'S STEAKHOUSE-GRAND
CENTRAL OYSTER BAR FRANCHISING, INC.,
a Florida corporation

Witnesses:

Diana Biegler
Print Name: DIANA BIEGLER

Frank Sblendido
Print Name: FRANK SBLENDIDO

By:

Jerome Brody
Print Name: Jerome Brody
Its: Chairperson of the Board

ATTEST:

Marlene Brody
Marlene Brody, Secretary

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