

P990000/8853



ACCOUNT NO. : 072100000032

REFERENCE : 777709 11584A

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED  
2002 OCT 10 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : October 10, 2002

ORDER TIME : 1:15 PM

ORDER NO. : 777709-005

CUSTOMER NO: 11584A

CUSTOMER: Stephen D. Mccann, Esq  
Stephen D. Mccann, P.a.  
Suite 306  
2180 Immokalee Road  
Naples, FL 34110

RECEIVED  
02 OCT 10 PM 2:22  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SAN CARLOS LAND CORP.

INTO

600008314166--7

MEL'S - SAN CARLOS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS:

C. Coulliette OCT 10 2002

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

SAN CARLOS LAND CORP., a Florida corporation, P00000043399

INTO

**MEL'S-SAN CARLOS, INC.**, a Florida entity, P99000018853

File date: October 10, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

**STEPHEN D. McCANN, P.A.**

ATTORNEY AT LAW

SUITE 306

2180 IMMOKALEE ROAD

NAPLES, FLORIDA 34110

TELEPHONE (239) 591-2700

TELECOPIER (239) 591-2706

E-MAIL: sdmccannpa@aol.com

STEPHEN D. McCANN

October 24, 2000

VIA HAND DELIVERY

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, Florida 32399

RE: Filing Articles of Merger for Mel's-San Carlos, Inc., a  
Florida corporation

Gentlemen:

Enclosed are Articles of Merger (and a copy for a Certified Copy)  
for filing and a ~~check for the fee~~.

Please return all correspondence concerning this matter to the  
undersigned at the address on the letterhead. For further information  
please contact the undersigned at the phone number set forth above.

~~Please return a certified copy of the Articles of Merger to CSC~~  
which will forward it to the undersigned via Federal Express.

Please call if you have any questions.

Very truly yours,



Stephen D. McCann

SDM/sdm  
Enclosures

ARTICLES OF MERGER  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Mel's - San Carlos, Inc.	Florida	P99000018853

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
San Carlos Land Corp.	Florida	P00000043399

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on October 9, 2002.

Sixth: Adoption of Merger by merging corporation(s). The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 9, 2002.

MEL'S - SAN CARLOS, INC.

[Corporate Seal]

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

Chris Karakosta  
President

SAN CARLOS LAND CORP.

[Corporate Seal]

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

Chris Karakosta  
President

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

Plan of Merger dated October 9, 2002 between Mel's - San Carlos, Inc., a Florida corporation, referred to as the surviving corporation, and San Carlos Land Corp., a Florida corporation, referred to as the absorbed corporation.

### STIPULATIONS

- A. Mel's - San Carlos, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2180 Immokalee Road, Suite 316, Naples, Florida 34110.
- B. Mel's - San Carlos, Inc. has a capitalization of \$1,000 [1,000 authorized shares of \$1.00 common stock, of which 1,000 shares are issued and outstanding]. The authorized number of shares will be increased to 3,000 contemporaneously with the effective date of the merger.
- C. San Carlos Land Corp. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2180 Immokalee Road, Suite 316, Naples, Florida 34110.
- D. San Carlos Land Corp. has a capitalization of \$200 [7,500 authorized shares of \$1.00 common stock of which 200 shares are issued and outstanding].
- E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that San Carlos Land Corp. be merged into Mel's - San Carlos, Inc. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

Section One. Merger. San Carlos Land Corp. shall merge with and into Mel's - San Carlos, Inc., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for a separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the \$1.00 common stock of San Carlos Land Corp. issued and outstanding on the effective date of the merger shall be converted into 1 share of the \$1.00 common stock of Mel's - San Carlos, Inc., which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation are amended and changed as follows:

The first sentence of Article III is amended to read as follows:

The aggregate number of shares which this corporation shall have authority to issue is 3,000 shares.

Section Five. Change of Bylaws. The bylaws of the surviving corporation, Mel's - San Carlos, Inc. shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation, Mel's - San Carlos, Inc., on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares in the respective amounts of \$ — 0 — per share and \$ — 0 — per share and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before October 7, 2002, or at such other time as to which the boards of directors of the constituent corporations may agree.

Section Nine. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed with the Florida Department of State.

Section Ten. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date.

Section Eleven. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

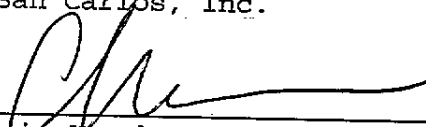
Executed on behalf of the parties by their officers and sealed with their corporate seals pursuant to the authorization of their respective boards of directors on the date first above written.

Surviving Corporation:

Mel's- San Carlos, Inc.

[Corporate Seal]

By:

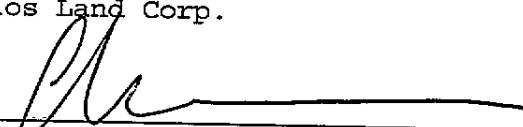
  
Chris Karakosta, President

Absorbed Corporation:

San Carlos Land Corp.

[Corporate Seal]

By:

  
Chris Karakosta, President