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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DOLCE VITA RESTAURANT, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Armenia
(Name of person)

Dolce Vita Restaurant, Inc.
(Name of firm/company)

P.O. Box 716
(Address)

Sanibel, Florida 33957
(City/state and zip code)

For further information concerning this matter, please call:

Kathleen A. Cline at (239) 395-9300
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

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

**ARTICLES OF MERGER
OF
ISLAND RESTAURANT PROPERTIES, INC., A FLORIDA CORPORATION
INTO
DOLCE VITA RESTAURANT, INC., A FLORIDA CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF MERGER, between Dolce Vita Restaurant, Inc., a Florida corporation, and Island Restaurant Properties, Inc., a Florida corporation.

Under Section 607.1105 of the Florida Business Corporation Act (the "Florida Act") Dolce Vita Restaurant, Inc. and Island Restaurant Properties, Inc. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated May 28, 2003 ("Plan of Merger") between Dolce Vita Restaurant, Inc. and Island Restaurant Properties, Inc. was approved and adopted by the shareholders of Dolce Vita Restaurant, Inc. on May 28, 2003, and was adopted by the shareholders of Island Restaurant Properties, Inc. on May 28, 2003.
2. The designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger as to each corporation is as follows:

<u>Designation of Group</u>	<u>Shares Outstanding</u>	<u>Number of Votes</u>
Dolce Vita Restaurant, Inc Shareholders' Common Stock	100	100
Island Restaurant Properties, Inc. Shareholders' Common Stock	100	100

3. The total number of votes cast for and against the Plan of Merger by each voting group entitled to vote separately on the Plan of Merger is as follows:

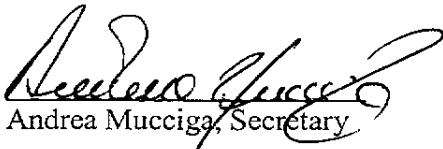
<u>Voting Group</u>	<u>Voting For</u>	<u>Voting Against</u>
Dolce Vita Restaurant, Inc Shareholders' Common Stock	100	-0-
Island Restaurant Properties, Inc. Shareholders' Common Stock	100	-0-

4. Under the Plan of Merger, all issued and outstanding shares of Island Restaurant Properties, Inc.'s stock will be acquired by means of merger of Island Restaurant Properties, Inc. into Dolce Vita Restaurant, Inc. with Dolce Vita Restaurant, Inc., the surviving corporation (the "Merger").

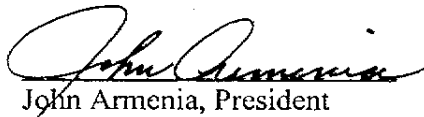
5. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.
6. The date and time of the effectiveness of the merger shall be on the filing of these Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, the parties have executed these Articles of merger on May 28, 2003.

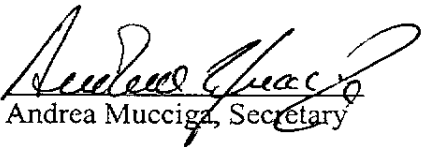
ATTEST:


Andrea Mucciga, Secretary

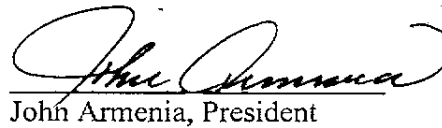
Dolce Vita Restaurant, Inc., a Florida Corporation


John Armenia, President

ATTEST:


Andrea Mucciga, Secretary

Island Restaurant Properties, Inc., a Florida Corporation


John Armenia, President

PLAN OF MERGER

This Plan of Merger made effective May 28, 2003, by and between Dolce Vita Restaurant, Inc., and Island Restaurant Properties, Inc., such corporations being hereinafter collectively referred to as the "Constituent Corporations",

WITNESSETH:

WHEREAS, Dolce Vita Restaurant, Inc. (hereafter DVRI or "Surviving Company") is a corporation dully organized and existing under the laws of the State of Florida, having been incorporated on March 29, 1999, and having 100 shares of common stock, issued and outstanding, and the holders of all such shares are entitled to vote on this Plan of Merger; and

WHEREAS, Island Restaurant Properties, Inc. (hereafter IRP or "Target Company") is a corporation dully organized and existing under the laws of the State of Florida, having been incorporated on December 28, 1998, and having 100 shares of common stock, issued and outstanding, and the holders of all such shares are entitled to vote on this Plan of Merger; and

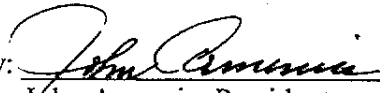
WHEREAS, the respective boards of directors of DVRI and IRP deem it advisable and for the best interest of said Corporations that IRP be merged with and into DVRI as the surviving Corporation as authorized by the statutes of the State of Florida under and pursuant to the terms and conditions thereafter set forth, and for shares of capital stock of IRP held at May 28, 2003 to be exchanged for shares of DVRI, and each board has duly approved this Plan of Merger (this "Plan"); and

NOW, THEREFORE, the parties agree as follows:

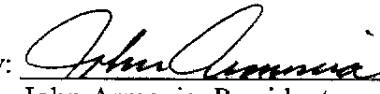
1. IRP shall merge into DVRI.
2. The merger shall be effective upon DVRI's filing the appropriate Certificate of Merger with the Florida Secretary of State's office.
3. Each one (1) share of IRP stock will be exchanged for one (1) share of DVRI stock. Accordingly, any assets of IRP shall become assets of DVRI.
4. A Certificate of Merger shall be filed pursuant to the provisions of Section 607.1101, Florida Statutes.
5. The Articles of Incorporation and Bylaws of DVRI shall be and remain the Articles of Incorporation and Bylaws of the Surviving Corporation unless and until altered, amended or appealed.
6. The Officers and Directors of DVRI in office as of the effective date of the merger shall continue in office and shall constitute the Officers and Directors of DVRI for the term elected, until their respective successors shall be elected or appointed and qualified.
7. DVRI shall bear the expenses of accomplishing the merger.

8. This merger is being accomplished pursuant to the Resolutions of the Shareholders and Directors of DVRI and IRP, copies of which are attached hereto and incorporated herein by reference.

Island Restaurant Properties, Inc.

By: 
John Armenia, President

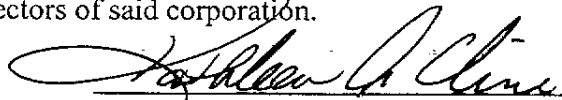
Dolce Vita Restaurant, Inc.

By: 
John Armenia, President

STATE OF FLORIDA)
) SS:
LEE COUNTY)

On this 28th day of May, 2003, before me personally came John Armenia, to me known, who being by me duly sworn, did depose and say that he is the President of Island Restaurant Properties, Inc., the corporation described in and which executed the foregoing instrument, and that he signed his name thereto by order of the board of directors of said corporation.

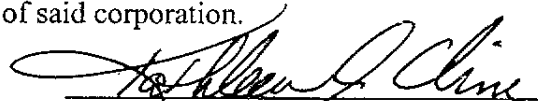
KATHLEEN A. CLINE
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD190291
EXPIRES 03/28/2007
BONDED THRU 1-888-NOTARY1


Notary Public in and for the State of Florida

STATE OF FLORIDA)
) SS:
LEE COUNTY)

On this 28th day of May, 2003, before me personally came John Armenia, to me known, who being by me duly sworn, did depose and say that he is the President of Dolce Vita Restaurant, Inc., the corporation described in and which executed the foregoing instrument, and that he signed his name thereto by order of the board of directors of said corporation.

KATHLEEN A. CLINE
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD190291
EXPIRES 03/28/2007
BONDED THRU 1-888-NOTARY1



Notary Public in and for the State of Florida

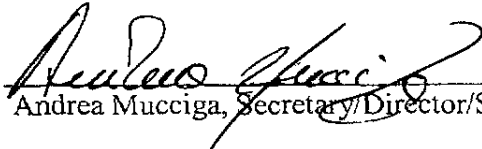
RESOLUTION

Pursuant to a Special Meeting of all Shareholders and Directors of Dolce Vita Restaurant, Inc., a Florida corporation, wherein it has been determined that it is in the best interest of Dolce Vita Restaurant, Inc. for Island Restaurant Properties, Inc., a Florida corporation, to merge into Dolce Vita Restaurant, Inc.;

NOW, THEREFORE, be is RESOLVED that the appropriate Officers of this corporation are hereby authorized and directed to enter into a Plan of Merger with Island Restaurant Properties, Inc., so as to merge said corporation into this corporation.

DATED this 28th day of May, 2003.


John Armenia, President/Director/Shareholder


Andrea Mucciga, Secretary/Director/Shareholder

RESOLUTION

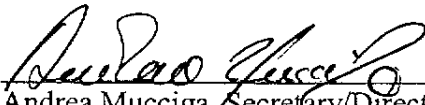
Pursuant to a Special Meeting of all Shareholders and Directors of Island Restaurant Properties, Inc., a Florida corporation, wherein it has been determined that it is in the best interest of Island Restaurant Properties, Inc. for Island Restaurant Properties, Inc., a Florida corporation, to merge into Dolce Vita Restaurant, Inc., a Florida corporation;

NOW, THEREFORE, be it RESOLVED that the appropriate Officers of this corporation are hereby authorized and directed to enter into a Plan of Merger with Dolce Vita Restaurant, Inc., so as to merge said corporation into this corporation.

DATED this 28th day of May, 2003.



John Armenia, President/Director/Shareholder



Andrea Mucciga, Secretary/Director/Shareholder


**WAIVER OF NOTICE OF SPECIAL MEETING OF
DIRECTORS AND SHAREHOLDERS OF
ISLAND RESTAURANT PROPERTIES, INC.**

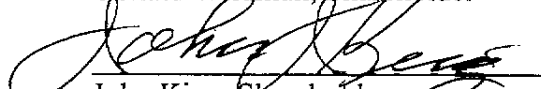
We, the undersigned, being all of the Directors and Shareholders of Island Restaurant Properties, Inc., severally waive notice and call of the time, place and purpose of the Special Meeting of Directors and Shareholders of said corporation, and do hereby consent that the time and place for holding said meeting shall be 8:30 A.M., on the 28th day of May, 2003, at 2430 Periwinkle Way, Sanibel, Florida 33957, and do hereby further consent to the transaction of such business as may lawfully come before said meeting.

Dated: May 28, 2003


John Armenia, Director/Shareholder


Andrea Mucciga, Director/Shareholder



Donald Wildman, Shareholder

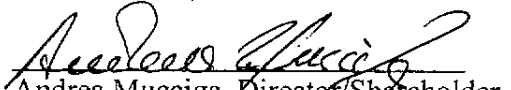

John King, Shareholder


**WAIVER OF NOTICE OF SPECIAL MEETING OF
DIRECTORS AND SHAREHOLDERS OF
DOLCE VITA RESTAURANT, INC.**

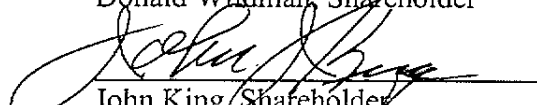
We, the undersigned, being all of the Directors and Shareholders of Dolce Vita Restaurant, Inc., severally waive notice and call of the time, place and purpose of the Special Meeting of Directors and Shareholders of said corporation, and do hereby consent that the time and place for holding said meeting shall be 10:00 A.M., on the 28th day of May, 2003, at 2430 Periwinkle Way, Sanibel, Florida 33957, and do hereby further consent to the transaction of such business as may lawfully come before said meeting.

Dated: May 28, 2003


John Armenia, Director/Shareholder


Andrea Mucciga, Director/Shareholder


Donald Wildman, Shareholder


John King, Shareholder