

Akerman
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Requester's Name

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Tallahassee, FL 32302 222-3471
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

Enterprises
1. Sloppy Joe's/International, Inc.
(Corporation Name) (Document #)

2. 9/1/01 Merge
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

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☐ Certified Copy

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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DIVISION OF CORPORATION

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***245.00 ***70.00

Examiner's Initials

8/31/01
DR

ARTICLES OF MERGER
Merger Sheet

MERGING:

SLOPPY JOE'S INTERNATIONAL, INC., a Florida corporation S34776
,

INTO

SLOPPY JOE'S ENTERPRISES INTERNATIONAL, INC., a Virginia entity not
qualified in Florida.

File date: August 31, 2001, effective September 1, 2001

Corporate Specialist: Annette Ramsey

EXECUTIVE DATE
9/1/01

FILED
01 AUG 31 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

**SLOPPY JOE'S INTERNATIONAL, INC.,
a Florida corporation**

with and into

**SLOPPY JOE'S ENTERPRISES INTERNATIONAL, INC.,
a Virginia corporation**

Sloppy Joe's International, Inc., a stock corporation organized under the laws of the State of Florida (the "Merging Corporation") and Sloppy Joe's Enterprises International, Inc., a stock corporation organized under the laws of the State of Virginia (the "Surviving Corporation"), pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), hereby execute these Articles of Merger for the purpose of merging the Merging Corporation with and into the Surviving Corporation (the "Merger").

ARTICLE ONE

The name and jurisdiction of the Surviving Corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Sloppy Joe's Enterprises International, Inc.	Virginia

ARTICLE TWO

The name and jurisdiction of the Merging Corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Sloppy Joe's International, Inc.	Florida

ARTICLE THREE

The plan of merger governing the Merger is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

ARTICLE FOUR

These Articles of Merger shall become effective at 12:01 a.m., prevailing time, on September 1, 2001.

ARTICLE FIVE

The Plan of Merger was recommended to the shareholders of the Surviving Corporation by the Board of Directors on August 30, 2001. The Plan of Merger was adopted by the shareholders of the Surviving Corporation on August 30, 2001.

ARTICLE SIX

The Plan of Merger was recommended to the shareholders of the Merging Corporation by the Board of Directors on August 30, 2001. The Plan of Merger was adopted by the shareholders of the Merging Corporation on August 30, 2001.


IN WITNESS WHEREOF, these Articles of Merger are duly executed on behalf of the Merging Corporation and the Surviving Corporation.

(Signatures appear on the following page)

SLOPPY JOE'S INTERNATIONAL, INC.,

a Florida corporation

By:


John B. Mayer, Vice President

SLOPPY JOE'S ENTERPRISES
INTERNATIONAL, INC.,

a Virginia corporation

By:



John B. Mayer, Vice President

EXHIBIT A
PLAN OF MERGER

of

**SLOPPY JOE'S INTERNATIONAL, INC.,
a Florida corporation**

with and into

**SLOPPY JOE'S ENTERPRISES INTERNATIONAL, INC.
a Virginia corporation**

August 30, 2001

I.

**NAME OF MERGING CORPORATION
AND SURVIVING CORPORATION**

(a) The corporations to be merged are Sloppy Joe's International, Inc., a Florida corporation, (the "Merging Corporation") and Sloppy Joe's Enterprises International, Inc., a Virginia corporation (the "Surviving Corporation"). The Board of Directors of the Merging Corporation adopted this Plan of Merger in accordance with Florida Statutes Annotated (the "Florida Statutes") § 607.1101 and the Board of Directors of the Surviving Corporation adopted this Plan of Merger in accordance with § 13.1-716 of the Virginia Stock Corporation Act (the "Virginia Act").

(b) The Surviving Corporation after the merger shall continue to be a Virginia corporation.

II.

THE MERGER

At the Effective Time (as defined below), the Merging Corporation shall merge with and into the Surviving Corporation, (the "Merger"). No other property, shares, or other securities or

consideration of any type will be distributed or issued in connection with or as a result of the Merger, except as contemplated by this Plan of Merger. Upon consummation of the Merger, the separate corporate existence of the Merging Corporation shall thereupon cease, and the separate corporate existence of the Surviving Corporation, with all its purposes, objects, rights, privileges, powers and franchises shall continue unaffected by the Merger. Upon consummation, the Merger shall have the effects specified in the Florida Statutes and the Virginia Act for mergers.

III.

EFFECTIVE TIME

The Merger shall become effective upon the date set forth in the articles of merger as filed with the Department of State of Florida (the "Department") pursuant to the Florida Statutes and with the Virginia State Corporation Commission (the "Commission") pursuant to the Virginia Act (the "Effective Time").

IV.

TRANSFER OF ASSETS AND LIABILITIES

At the Effective Time, in accordance with the Florida Statutes and the Virginia Act, the title to all property owned by the Merging Corporation shall vest in the Surviving Corporation without reversion or impairment. The Surviving Corporation shall have all liabilities of the Merging Corporation.

V.

ACTIONS AFTER THE EFFECTIVE TIME

If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving

Corporation its right, title or interest in, to or under any of the rights, properties or assets of the Merging Corporation vested or to be vested in the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Plan, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the Merging Corporation, all such other actions or things as may be necessary or desirable to vest, perfect or confirm any and all right, title or interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Plan of Merger.

VI.

EFFECT OF MERGER ON BOARD OF DIRECTORS AND OFFICERS

At the Effective Time, the existing directors and officers of the Surviving Corporation shall be and remain the directors and officers of the Surviving Corporation until their successors are elected in accordance with the Bylaws of the Surviving Corporation.

VII.

ARTICLES OF INCORPORATION AND BYLAWS

At the Effective Time, the Articles of Incorporation and Bylaws of the Surviving Corporation shall remain in effect until amended or repealed as provided by applicable law.

VIII.

EFFECT OF MERGER ON OUTSTANDING SHARES

At and after the Effective Time, any holder of certificates theretofore representing shares of common stock of the Merging Corporation shall cease to have any rights as a shareholder of the Merging Corporation, except as otherwise provided by the Florida Statutes and/or the

Virginia Act. The manner of converting or canceling shares of the Merging Corporation shall, by virtue of the Merger and without any action on the part of the holders thereof, be as follows:

(a) At the Effective Time, each issued and outstanding share of common stock of the Merging Corporation (individually, a "Share," and together the "Shares"), other than Excluded Shares and Dissenting Shares (as hereinafter defined), shall be cancelled and extinguished and converted into the right to receive cash in the amount of \$ 3,000.00 per Share, which is the fair value of each such Share (the "Merger Consideration"). As used in this Section VIII, "Excluded Shares" means Shares owned by Sidney C. Snelgrove, the James R. Mayer Irrevocable Trust and Heather N. Mayer and "Dissenting Shares" means Shares that are or that become "dissenting shares" within the meaning of §§ 607.1301 through 607.1320 of the Florida Statutes and §§ 13.1-729 through 13.1-741 of the Virginia Act.

(b) At the Effective Time, each Excluded Share issued and outstanding shall be converted into one (1) share of common stock the Surviving Corporation. Upon the surrender to the Surviving Corporation of any validly issued and duly endorsed certificate representing common stock of the Merging Corporation, the Surviving Corporation shall duly issue one or more of its certificates representing a number of the Surviving Corporation's shares equal to the number of the Merging Corporation's Shares so surrendered.

(c) Dissenting Shares shall, from and after the Effective Time, have only such rights as are afforded to the holders thereof by the provisions of §§ 607.1301 through 607.1320 of the Florida Statutes and §§ 13.1-729 through 13.1-741 of the Virginia Act, as applicable.

IX.

SURRENDER OF CERTIFICATES REPRESENTING SHARES FOR MERGER CONSIDERATION

(a) The Surviving Corporation shall make available amounts sufficient in the aggregate to provide all funds necessary for payments pursuant to (i) Section VIII(a) hereof to holders of Shares issued and outstanding immediately prior to the Effective Time, and (ii) the appropriate cash payments, if any, determined pursuant to § 607.1320 of the Florida Statutes to holders of Dissenting Shares. Promptly after the Effective Time, the Surviving Corporation shall cause to be mailed to each person who was, immediately prior to the Effective Time, a holder of record of issued and outstanding Shares a form of a letter of transmittal and instructions for use in effecting the surrender of the certificates which, immediately prior to the Effective Time, represented any of such Shares for payment therefor. Upon surrender to the Surviving Corporation of such certificates, together with such letter of transmittal, duly executed and completed in accordance with the instructions thereto, the Surviving Corporation shall promptly cause the Merger Consideration to be paid to the persons entitled thereto, with interest from the Effective Time calculated using the rate reported at the Effective Time by *The Wall Street Journal* as the "Prime Rate."

(b) If payment is to be made to a person other than the registered holder of the certificate surrendered, it shall be a condition of such payment that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such payment shall pay any transfer or other taxes required by reason of the payment to a person other than the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not applicable.

X.

STOCK TRANSFER BOOKS

At and after the Effective Time of the Merger, transfers of the Merging Corporations' common stock outstanding before the Effective Time shall not be made on the stock transfer books of the Merging Corporation.

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