

567452

FILING COVER SHEET

REFERENCE:

0171.5491

DATE:

2-8-99

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

222-1173

PPG Restaurants, Inc

TELEPHONE:

SUBJECT:

STATE FEES PREPAID WITH CHECK # 45655 FOR \$ 78.75

PLEASE FILE:

() ARTICLES OF INC.

() AMENDMENT

() DISSOLUTION

() ANNUAL REPORT

(X) MERGER

() WITHDRAWAL

() QUALIFICATION

() LIMITED PARTNERSHIP () ANNUAL REPORT

() FICTITIOUS NAME

() LIMITED LIABILITY

() REINSTATEMENT

() TRADEMARK/SERVICE () UCC-1

() UCC-3

PROVIDE US WITH:

(X) CERTIFIED COPY

() CERTIFICATE OF STATUS

() STAMPED COPY

Examiner's Initials

2/8/99

FILED
99 FEB -8 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300002767343--0

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*****78.75 *****78.75

ARTICLES OF MERGER
Merger Sheet

MERGING:

PPG RESTAURANTS, INC., a Florida corporation P98000103546

,

INTO

PERROTT RESTAURANTS, INC., a Florida corporation, S67452

File date: February 8, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER OF
PPG RESTAURANTS, INC. WITH AND INTO
PERROTT RESTAURANTS, INC.**

FILED
99 FEB -8 AM 11:42
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of PPG Restaurants, Inc., a Florida corporation, with and into Perrott Restaurants, Inc., a Florida corporation, with Perrott Restaurants, Inc. being the surviving corporation, is set forth below:

Plan of Merger of
PPG Restaurants, Inc. With and Into
Perrott Restaurants, Inc.

1. PPG Restaurants, Inc., a Florida corporation ("PPG") shall merge with and into Perrott Restaurants, Inc., a Florida corporation ("Perrott"), with Perrott as the surviving corporation.
2. Upon the consummation of the merger of PPG with and into Perrott, the separate existence of PPG shall cease. Perrott, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Perrott shall not be affected by the merger and upon the merger, Perrott, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of PPG prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with PPG shall be preserved and remain unimpaired by the merger, all liens upon the properties of PPG shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of PPG shall henceforth attach to Perrott and may be enforced against Perrott to the same extent as if such obligations and duties has been incurred by Perrott. Additionally, any existing claim or action or proceeding pending by or against PPG or Perrott may be continued as if the merger did not occur or Perrott may be substituted in such proceedings for PPG.

3. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of PPG issued and outstanding immediately prior to the merger shall be surrendered for cancellation and each share of common stock, One Dollar (\$1.00) par value, of Perrott issued and outstanding shall be remain unchanged and shall continue to be issued and outstanding.

4. The Articles of Incorporation of Perrott in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of Perrott.

5. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

ARTICLE II - ADOPTION OF PLAN OF MERGER

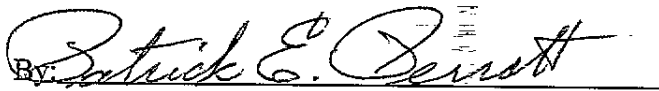
The Plan of Merger was approved by the sole shareholder and by the sole Director of PPG Restaurants, Inc. by Written Consent dated the 4th day of February, 1999. The Plan of Merger was approved by the sole shareholder and by the sole Director of Perrott Restaurants, Inc. by Written Consent dated the 4th day of February, 1999.

ARTICLES III - EFFECTIVE DATE OF MERGER

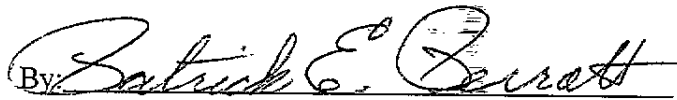
The effective date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 4th day of February, 1999.

PPG RESTAURANTS, INC.

By: 
Patrick E. Perrott, President

PERROTT RESTAURANTS, INC.

By: 
Patrick E. Perrott, President