

Division of Corporations

Florida Department of State
Division of Corporations
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

729 Enterprises, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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ARTICLES OF MERGER

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

FIRST

The name and jurisdiction of the surviving corporation:

729 Enterprises, Inc.
a Florida Corporation
d/b/a Dairy Queen of New Smyrna
Document Number: S77442

SECOND

The name and jurisdiction of each merging corporation:

JSJ Brothers, Inc.
a Florida Corporation
Document Number: P00000072150

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 was adopted by the Shareholders of the surviving corporation on August 16, 2012.

SIXTH

Adoption of merger by merging corporation was adopted by the shareholders of the merging corporation on August 16, 2012.


FILED
12 AUG 31 AM 10:19
TALLAHASSEE, FLORIDA


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SEVENTH

SURVIVING CORPORATION:


729 ENTERPRISES, INC.

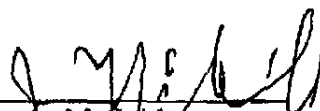
By: 
Name: James McGuirk
Title: President

Attest: 
Name: James McGuirk
Title: Secretary

MERGING CORPORATION:

JSJ BROTHERS, INC.

By: 
Name: James McGuirk
Title: President

Attest: 
Name: James McGuirk
Title: Secretary

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PLAN OF MERGER

This Plan of Merger, dated the 16th day of August 2012, between 729 Enterprises, Inc. a Florida corporation doing business as Dairy Queen of New Smyrna, hereinafter sometimes called the Surviving Corporation, and J.S.J. Brothers, Inc. a Florida corporation, hereinafter sometimes called the Disappearing Corporation, said two Corporations being hereinafter referred to collectively as the Constituent Corporations.

STIPULATIONS

A. 729 ENTERPRISES, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 729 N. Dixie Freeway, New Smyrna Beach, Florida 32168.

B. 729 ENTERPRISES, INC. has capital stock of FIVE THOUSAND (5,000) authorized shares of common stock with a one dollar (\$1.00) par value common stock, of which ONE THOUSAND (1000) shares are issued and outstanding.

C. JSJ BROTHERS, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 310 Eleanor Avenue, New Smyrna, FL 32168.

D. JSJ BROTHERS INC., has capital stock of ONE THOUSAND (1,000) authorized shares of common stock with a one dollar (\$1.00) par value, of which ONE THOUSAND (1,000) shares are issued and outstanding.

E. The Boards of Directors of the constituent Corporations hereto deem it desirable and in the best interests of the Corporations and their Stockholders that JSJ BROTHERS, INC., a Florida corporation, be merged into 729 ENTERPRISES, INC., a Florida corporation doing business as Dairy Queen of New Smyrna, pursuant to the provisions of Section 607.1101, et seq. of the Florida General 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 of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

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Section One.

Merger. JSJ BROTHERS, INC., a Florida corporation, shall merge with and into 729 ENTERPRISES, INC., a Florida corporation, which shall be the Surviving Corporation. The Surviving Corporation shall be governed by the laws of the State of Florida.

Section Two.

Terms and Conditions. On the effective date of the merger, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, intangible and mixed of the Disappearing Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Disappearing Corporation, and neither the rights of creditors nor any liens on the property of the Disappearing Corporation shall be impaired by the merger.

Section Three.

Turnover of Shares. Each share of the ONE THOUSAND (\$1.00) par value common stock of 729 ENTERPRISES, INC., issued and outstanding on the effective date of the merger, shall remain outstanding as shares of common stock of the Surviving Corporation and shall not be converted or exchanged.

Section Four.

Conversion of Shares. On the effective date of the merger, each share of the \$1.00 par value common stock of JSJ BROTHERS, INC. issued and outstanding shall be converted into ONE THOUSAND (\$1.00) par value common stock of 729 ENTERPRISES, INC. After the effective date of the merger, each holder of certificates for shares of the common stock in JSJ BROTHERS, INC., the Disappearing Corporation, shall surrender them to 729 ENTERPRISES, INC., the Surviving Corporation, and such holder shall thereupon be entitled to receive in exchange a certificate or certificates representing the number of shares of common stock of the Surviving Corporation into which the shares of stock represented by the certificate or certificates so surrendered shall have been converted.

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Section Five.

Changes in Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

Section Six.

Changes in Bylaws. The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

Section Seven.

Directors and Officers. The Directors and Officers of the Surviving Corporation 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 Eight.

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 Disappearing and Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Nine.

Approval by Stockholders. This plan of merger shall be submitted for the approval of the Stockholders of the Constituent Corporations, in the manner provided by the applicable laws of the State of Florida as applicable.

Section Ten.

Effective Date of Merger. The effective date of this merger shall be upon the filing of the Articles of Merger with the Florida Secretary of State.

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Section Eleven.

Abandonment of Merger. This plan of merger may be abandoned by action of the Board of Directors of either the Surviving or the Disappearing Corporation at any time prior to the effective date of the merger if the merger is not approved by the Stockholders of either the Surviving or the Disappearing Corporation on or before the 30th day of August, 2012.

Section Twelve.

Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their Officers, sealed with their corporate seals, and attested by their respective Secretaries pursuant to the authorization of their respective Boards of Directors on the date first above written.

729 ENTERPRISES, INC.
a Florida corporation

By: [Signature]
Name: James McGuirk
Title: President

Attest: [Signature]
Name: James McGuirk
Title: Secretary

JSJ BROTHERS, INC.
a Florida corporation

By: [Signature]
Name: James McGuirk
Title: President

Attest: [Signature]
Name: James McGuirk,
Title: Secretary

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