

V50925

ARTICLES OF MERGER
Merger Sheet

MERGING:

JEF-LEN ENTERPRISES, INC., a Florida corporation, V50925

INTO

SPORTS RESTAURANTS, INC., a Delaware corporation not qualified in
Florida.

File date: August 1, 1997

Corporate Specialist: Joy Moon-French

Document Number Only

V50925

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

600002254916--0

-08/01/97--01052--005

*****70.00 *****70.00

CORPORATION(S) NAME

Jeff-Len Enterprises, Inc
merging into:

Sports Restaurants Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other UCC Filing
- Change of R.A.
- Fic. Name
- CUS
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- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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8-1

8/6
Jon Manger

FILED
97 AUG - 1 PM 3:19
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 4, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: JEF-LEN ENTERPRISES, INC.
Ref. Number: V50925

We have received your document for JEF-LEN ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

- / The document must contain the date of adoption by the shareholders of the surviving corporation, or, a statement that shareholder approval was not required.
- / Page two, number two of the Plan of Merger states that a copy of the Certificate of Incorporation of the Surviving corporation is attached; this document must be attached or the reference to its being attached removed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 597A00039415

8-5-97

Joy,

Please see corrections +
additions and back date
this filing to 8-1-97

**ARTICLES OF MERGER
OF
JEF-LEN ENTERPRISES, INC.
INTO
SPORTS RESTAURANTS, INC.**

FILED

97 AUG -1 PM 3:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the surviving entity is SPORTS RESTAURANTS, INC. (the "Surviving Corporation"), the place of its organization is the jurisdiction of the State of Delaware, the laws of which permit this merger. The name of the entity being merged into the surviving entity is JEF-LEN ENTERPRISES, INC. (the "Terminating Corporation"), organized in the jurisdiction of the State of Florida, the laws of which permit this merger.

SECOND: The plan of merger was adopted by SPORTS RESTAURANTS, INC and JEF-LEN ENTERPRISES, INC. by unanimous consent.

THIRD: The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

FOURTH: The directors and officers in office of the Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

FIFTH: Each issued share of capital stock of the Terminating Corporation shall, at the effective time of the merger, be converted into four hundred (400) shares of Common Stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one (1) issued share of the Surviving Corporation.

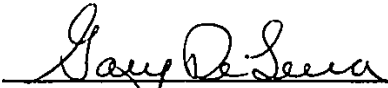
SIXTH: The Board of Directors and the proper officers of each of the Terminating Corporation and of the Surviving Corporation are authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Plan and Agreement of Merger or of the merger herein provided for.

SEVENTH: The Plan and Agreement of Merger, a copy of which is attached hereto, was adopted by the shareholders of Jef-Len Enterprises, Inc. on July 29, 1997, and was adopted by the Board of Directors of Sports Restaurants, Inc. on July 29, 1997. Shareholder approval was not required by Board of Directors of Sports Restaurants, Inc., as no shares have been issued yet.

EIGHTH: The Surviving Corporation complies with Section 607.1105 F.S. and the Terminating Corporation complies with the applicable provisions of Sections 607.1101 through 607.1105 F.S.

Signed this 29th day of July, 1997

SPORTS RESTAURANTS, INC.




Gary DeLuca
President

Alan Forman
Assistant Secretary

JEF-LEN ENTERPRISES, INC.

Jeffrey Nemet
President



Gary DeLuca
Secretary

**ARTICLES OF MERGER
OF
JEF-LEN ENTERPRISES, INC.
INTO
SPORTS RESTAURANTS, INC.**

FIRST: The name of the surviving entity is SPORTS RESTAURANTS, INC. (the "Surviving Corporation"), the place of its organization is the jurisdiction of the State of Delaware, the laws of which permit this merger. The name of the entity being merged into the surviving entity is JEF-LEN ENTERPRISES, INC. (the "Terminating Corporation"), organized in the jurisdiction of the State of Florida, the laws of which permit this merger.

SECOND: The plan of merger was adopted by SPORTS RESTAURANTS, INC and JEF-LEN ENTERPRISES, INC. by unanimous consent.

THIRD: The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

FOURTH: The directors and officers in office of the Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

FIFTH: Each issued share of capital stock of the Terminating Corporation shall, at the effective time of the merger, be converted into four hundred (400) shares of Common Stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one (1) issued share of the Surviving Corporation.

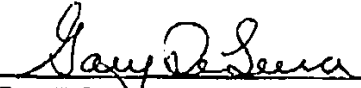
SIXTH: The Board of Directors and the proper officers of each of the Terminating Corporation and of the Surviving Corporation are authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Plan and Agreement of Merger or of the merger herein provided for.

SEVENTH: The Plan and Agreement of Merger, a copy of which is attached hereto, was adopted by the shareholders of Jef-Len Enterprises, Inc. on July 29, 1997, and was adopted by the Board of Directors of Sports Restaurants, Inc. on July 29, 1997.


EIGHTH: The Surviving Corporation complies with Section 607.1105 F.S. and the Terminating Corporation complies with the applicable provisions of Sections 607.1101 through 607.1105 F.S.

Signed this 27th day of July, 1997

SPORTS RESTAURANTS, INC.

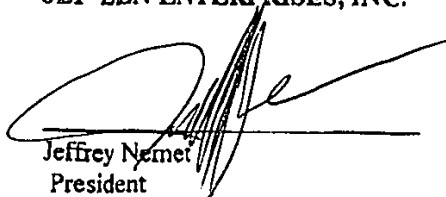


Gary DeLuca
President




Alan Forman
Assistant Secretary

JEF-LEN ENTERPRISES, INC.



Jeffrey Nemet
President



Gary DeLuca
Secretary

**PLAN AND AGREEMENT OF MERGER
OF
JEF-LEN ENTERPRISES, INC.
(a Florida corporation)
INTO
SPORTS RESTAURANTS, INC.
(a Delaware corporation)**

PLAN AND AGREEMENT OF MERGER entered into on July 29 1997, by Jef-Len Enterprises, Inc., a business corporation of the State of Florida and approved by resolution adopted by its Board of Directors on said date (the "Terminating Corporation") and Sports Restaurants, Inc., a business corporation of the State of Delaware (the "Surviving Corporation"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, the Terminating Corporation is a business corporation of the State of Florida with its principal office therein located at 8990 State Road 84, Davie, Florida; and

WHEREAS, the total number of shares of stock which the Terminating Corporation has authority to issue is 1,000 shares of Common Stock; and

WHEREAS, the Surviving Corporation is a business corporation of the State of Delaware with its registered office therein located at c/o Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware; and

WHEREAS, the total number of shares of stock which the Surviving Corporation has authority to issue is 18,000,000, 15,000,000 million of which are shares of Common Stock, par value \$.0001 per share, and 3,000,000 of which are shares of Preferred Stock, par value \$.0001 per share; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, the Terminating Corporation and Surviving Corporation and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge the Terminating Corporation with and into the Surviving Corporation pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware, upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by the Terminating Corporation and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by the Surviving Corporation and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. The Terminating Corporation and Surviving Corporation shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, the Surviving Corporation, which shall be the surviving corporation from and after the effective time of the merger, and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of the Terminating Corporation, shall cease at said effective time in accordance with the provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the Surviving Corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the Surviving Corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, at the effective time of the merger, be converted into four hundred (400) shares of Common Stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one (1) issued share of the Surviving Corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and

elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of each of the Terminating Corporation and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties hereto.

Dated: July 27, 1997

SPORTS RESTAURANTS, INC.
A Delaware corporation

By: Gary DeLuca
Gary DeLuca, President

Attest:
[Signature]
Alan Fornian,
Assistant Secretary

JEF-LEN ENTERPRISES, INC.
A Florida corporation

By: [Signature]
Jeffrey Nenda, President

Attest:
Gary DeLuca
Gary DeLuca,
Secretary

Amex

RESTATED CERTIFICATE OF INCORPORATION

OF

SPORTS RESTAURANTS, INC.

(Originally incorporated on March 4, 1997)

FIRST: The name of the corporation (hereinafter called the "corporation") is

SPORTS RESTAURANTS, INC.

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware at such address The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation has authority to issue is eighteen million (18,000,000), which are divided into fifteen million (15,000,000) shares of Common Stock which are of a par value of one tenth of one mill each (\$.0001), and three million (3,000,000) shares of Preferred Stock which are of a par value of one tenth of one mill each (\$.0001).

The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of the Article FOURTH, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of the series;
- (c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- (g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series;
- (h) Any other relative rights, preferences, and limitations of that series.

Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on the common shares with respect to the same dividend period.

If, upon any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the assets available for distribution to holders of

shares of Preferred Stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

FIFTH: The name and the mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
D.M. Dembkowski	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801

SIXTH: The corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation, and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other Bylaws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of §109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of §141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of §242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

NINTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of §145 of the General Corporation Law of the State of Delaware,

us the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article ELEVENTH.