

Outback

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Division of Corporations

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**MERGER OR SHARE EXCHANGE  
OS Restaurant Services, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$68.75

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**D. BRUCE**

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**EXAMINER**

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**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge OS Restaurant Services, LLC, a Florida limited liability company, and OS Restaurant Services, Inc., a Delaware corporation, in accordance with Section 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
OS Restaurant Services, Inc.	Delaware	corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
OS Restaurant Services, LLC	Florida	limited liability company

**THIRD:** The attached plan was approved by each domestic corporation, limited liability company, partnership and/or limited/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapter 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized, or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

N/A

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss 608.4351-608.43595, F.S.

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**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

- a) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of x 48.131, F., are as follows:  
N/A
- b) Appoint the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its member under ss. 608.4351-608.43595, F.S.  
N/A

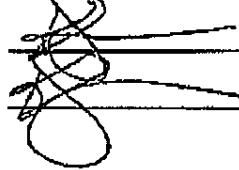
**NINTH:** Signatures for Each Party:

Name

Signatures

Typed or Printed  
Name of Individual

OS Restaurant Services, Inc.



Kelly B. Lefferts

OS Restaurant Services, LLC

Kelly B. Lefferts

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## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
OS Restaurant Services, Inc.	Delaware	corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
OS Restaurant Services, LLC	Florida	limited liability company

**THIRD:** The terms and conditions of the merger are as follows:

OS Restaurant Services, Inc., a Delaware corporation, the merging party,  
merges into OS Restaurant Services, LLC, a Florida limited liability company,  
the surviving party. The merging party's existence shall cease, except to the  
extent continued by law. The Articles of Organization of OS Restaurant  
Services, LLC, shall remain in full force and effect and shall be the  
Articles of Organization of the surviving party.

(Attach additional sheet if necessary)

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**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The sole member of the surviving corporation is the sole shareholder of the merging corporation, thus, as a result of the merger, all shares of the merging corporation will be cancelled without compensation and the sole member of the surviving corporation shall remain the sole managing member.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

*(Attach additional sheet if necessary)*

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**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

N/A

*(Attach additional sheet if necessary)*

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