

G0781-0170

AREA CODE 216
871-5515 OR 871-4004
FAX
(216) 871-5515

JOHN H. PARKER
ATTORNEY AT LAW

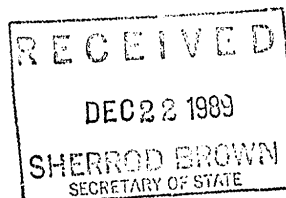
31300 LAKE ROAD
BAY VILLAGE, OHIO 44140

CORRESPONDENCE

December 21, 1989

FEDERAL EXPRESS

The Honorable Sherrod Brown
Secretary of State of Ohio
Corporate Division
30 East Broad Street, 14th Floor
Columbus, OH 43266-0418



Re: The CBK Corporation, Ohio Charter No. 356153
Broadview Investment Corporation, Ohio Charter No. 489916
~~Midwest Restaurants, Inc., Ohio Charter No. 486501~~
Ridge End Corporation, Ohio Charter No. 512970
Turney Investment Corp., Ohio Charter No. 456114

Dear Sir:

Please find enclosed four Certificates of Merger and four Agreements of Merger for four corporations being merged into The CBK Corporation.

It is imperative that these documents be filed prior to year end. Should you have any questions, please contact this office.

Also enclosed is a check for \$200.00 to cover the filing fee for each corporation. Please return the approved documents to this office, together with your Receipts and Certificates.

Very truly yours,

John H. Parker

JHP:jw

Enclosures

Legal
gave permission to change
SAG
JHG



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 1/19/90

Number 356153

Receipt No. 51280

G781-0162 0242

Received of JOHN H. PARKER
or filed by

G0781-0162

The sum of \$ 50.00 for filing MER AGA AMD CHL of

THE CBK CORPORATION

Returned to:

51280

JOHN H. PARKER
31300 LAKE RD.
BAY VILLAGE, OH 44140

RECEIPT

MER \$ 50.00
AGA _____
AMD _____
CHL _____

Name:

SEC 6001 THE CBK CORPORATION

Total Fee: \$ 50.00



Department of State

The State of Ohio

G0781-3163

Sherrod Brown
 Secretary of State

356153

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: MER AGA AMD CHL

of:

THE CBK CORPORATION

United States of America
 State of Ohio
 Office of the Secretary of State

Recorded on Roll 6781 at Frame 0164 of
 the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
 City of Columbus, Ohio, this 22ND day of DEC,
 A.D. 1989.



Sherrod Brown
Sherrod Brown
 Secretary of State

356153
G0781-0164 APPROVEDBy MGDate 12-22-89Amount \$50.00

CERTIFICATE OF MERGER

OF

RIDGE END CORPORATION

The undersigned, President and Secretary of RIDGE END CORPORATION, and the President and Secretary of THE CBK CORPORATION, do hereby certify that the attached is a signed Agreement of Merger adopted by each of said corporations in the manner set forth therein.

The undersigned, President and Secretary of RIDGE END CORPORATION, one of the corporations which executed the attached Agreement of Merger, hereby certify that, at a meeting of the sole (voting) shareholder and all the Directors of said corporation, duly called for such purpose, notice of which was given, accompanied by a copy of the agreement and which meeting was held on the 11th day of December, 1989, and at which meeting the sole shareholder and all Directors were present in person, said Agreement of Merger was adopted by its Board of Directors and the affirmative vote of the sole holder of all shares of said corporation entitling him to exercise all of the voting power of said corporation.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Merger this 20th day of December, 1989.

RIDGE END CORPORATION

By John L. Jadrych Pres.

John L. Jadrych, President

And Lawrence Powers

Lawrence Powers, Secretary

THE CBK CORPORATION

By John L. Jadrych Pres.

John L. Jadrych, President

And Beatrice C. Jadrych Sec.

Beatrice C. Jadrych, Secretary

G0781-0165

CERTIFICATE OF MERGER

OF

THE CBK CORPORATION

The undersigned, President and Secretary of THE CBK CORPORATION, and the President and Secretary of RIDGE END CORPORATION, do hereby certify that the attached is a signed Agreement of Merger adopted by each of said corporations in the manner set forth therein.

The undersigned, President and Secretary of THE CBK CORPORATION, one of the corporations which executed the attached Agreement of Merger, hereby certify that, at a meeting of the sole (voting) shareholder and all the Directors of said corporation, duly called for such purpose, notice of which was given, accompanied by a copy of the agreement and which meeting was held on the 11th day of December, 1989, and at which meeting the sole shareholder and all Directors were present in person, said Agreement of Merger was adopted by its Board of Directors and the affirmative vote of the sole holder of all shares of said corporation entitling him to exercise all of the voting power of said corporation.

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Merger this 20th day of December, 1989.

THE CBK CORPORATION

By John L. Jadrych Pres.
John L. Jadrych, President

And Beatrice C. Jadrych Sec.
Beatrice C. Jadrych, Secretary

RIDGE END CORPORATION

By John L. Jadrych Pres.
John L. Jadrych, President

And Lawrence Powers
Lawrence Powers, Secretary

G0781-0166

AGREEMENT OF MERGER

This is an Agreement of Merger made this 20th day of December, 1989, between RIDGE END CORPORATION, an Ohio corporation, whose principal office is at 24510 Sperry Road, Westlake, Ohio 44145 (hereinafter called "Ridge End"), and THE CBK CORPORATION, an Ohio corporation,

(hereinafter called "CBK"), said corporations being together hereinafter sometimes called the "constituent corporations."

WITNESSETH:

WHEREAS, the Articles of Incorporation of Ridge End Corporation were filed in the office of the Secretary of State of Ohio on March 16, 1978, and recorded on Roll E394 at Frame 0553 of the Records of Incorporations and Miscellaneous Filings in said office. Ridge End is authorized to issue 500 common shares without par value of which 100 shares are now outstanding.

WHEREAS, the Articles of Incorporation of CBK were filed in the office of the Secretary of State of Ohio on December 1, 1966, and recorded on Roll B482 at Frame 1715 of the Records of Incorporations and Miscellaneous Filings in said office. CBK is authorized to issue 500 common shares without par value of which 50 shares are now outstanding.

WHEREAS, the respective boards of directors of the constituent corporations deem it advisable that the constituent corporations be merged under the General Corporation Law of Ohio, and the respective boards of directors at meetings duly called and held have approved this agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and promises set forth below, the constituent corporations do hereby agree that Ridge End be merged with and into CBK, hereinafter sometimes called the "Surviving Corporation;" and that the terms and conditions of the merger, the mode of carrying it into effect, and the manner and basis of converting the shares of Ridge End into shares of the Surviving Corporation are and shall be as follows:

FIRST: The name of the Surviving Corporation shall be The CBK Corporation.

G9781-0167

- SECOND:** The place in the State of Ohio where the principal office of the Surviving Corporation is to be located is Westlake, Cuyahoga County, Ohio.
- THIRD:** The purpose for which the Surviving Corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.
- FOURTH:** The authorized number of shares of the Surviving Corporation is 500, all of which shall be common shares without par value.
- FIFTH:** At the effective date of the merger the amount of stated capital of the Surviving Corporation shall be \$500.00.
- SIXTH:** The first directors of the Surviving corporation shall be JOHN L. JADRYCH, BEATRICE C. JADRYCH and DONALD M. DINARDO.
- The terms of office of the first directors shall be until their respective successors have been elected and qualified in accordance with the regulations of the Surviving Corporation.
- SEVENTH:** The present Regulations of CBK, one of the constituent corporations, shall be the Regulations of the Surviving Corporation until changed or repealed according to the provisions thereof.
- EIGHTH:** Donald M. Dinardo, whose address is 24510 Sperry Road, in the City of Westlake, County of Cuyahoga, Ohio, a natural person and resident of Ohio is hereby appointed as the statutory agent of the Surviving Corporation on whom any process, notice or demand against The CBK Corporation or either of the constituent corporations may be served.
- NINTH:** The mode of carrying into effect the merger and the manner and basis of converting the shares of Ridge End into shares of CBK shall be as follows:

G0781-0168

Each outstanding share of the common stock of Ridge End shall be and hereby is converted into one (1) fully paid and non-assessable share of the Surviving Corporation.

The present shareholder of CBK shall retain the share certificates now held by him, which certificates shall represent a like number of shares of the Surviving Corporation.

TENTH: The merger shall become effective upon the filing of this agreement in the office of the Secretary of State of Ohio.

ELEVENTH: The amount of the earned surplus of the Surviving Corporation shall be the combined total of the constituent corporations as of the time the merger becomes effective.

TWELFTH: This Agreement may be signed in any number of duplicate copies, and all signed duplicate copies shall be deemed to constitute an original instrument.

THIRTEENTH: This Agreement may be terminated at any time prior to the merger's becoming effective:

(a) by mutual agreement of the Boards of Directors of the constituent corporations; or

(b) by the Board of Directors of either Ridge End or CBK if the merger shall not become effective on or prior to January 1, 1990; or

(c) by the Board of Directors of either Ridge End or CBK if any legal or administrative action or proceedings relating to the merger have been instituted or threatened in any court or by or before any governmental agency; or

(d) by the Board of Directors of Ridge End if there has been, in its judgment, a material adverse change in business, financial condition or operations of CBK as described in the financial statements of CBK for the year ended December 31, 1989, prepared by Donald M. Dinardo and dated January 31, 1990; or

G0781-0169

(e) by the Board of Directors of CBK if there has been, in its judgment, a material adverse change in the business, financial condition or operations of Ridge End as described in the financial statements of Ridge End for the year ended December 31, 1989, prepared by Donald M. Dinardo and dated January 31, 1990.

IN WITNESS WHEREOF, the constituent corporations have caused this Agreement to be signed in their respective names by their respective President and Secretaries, thereunto duly authorized by their respective Boards of Directors and shareholders.

RIDGE END CORPORATION

By John L. Jadrych Pres.
John L. Jadrych, President
Lawrence Powers
Lawrence Powers, Secretary

THE CBK CORPORATION

By John L. Jadrych Pres.
John L. Jadrych, President
Beatrice C. Jadrych Sec.
Beatrice C. Jadrych, Secretary