



State of Ohio
Department of State

G0902-1561

Sherrod Brown
Secretary of State

Date 7/19/90

Number 356153

Receipt No. 5992

G902-1561 0077

Received of MANAGEMENT STRATEGY, INC.
or filed by

The sum of \$ 50.00 for filing MER of

THE CBK CORPORATION

Returned to:

5992

MER \$ 50.00

MANAGEMENT STRATEGY, INC.
ATT: D. DINARDO
24510 SPERRY DR.
WESTLAKE, OH 44145

RECEIPT

Name:
SEC 6001 THE CBK CORPORATION

Total Fee: \$ 50.00

G902-1563



Department of State

The State of Ohio**Sherrod Brown**
Secretary of State

356153

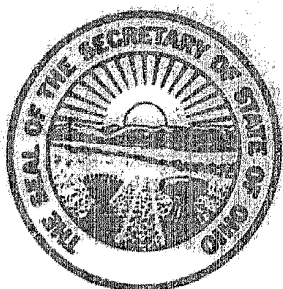
 Certificate

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

of

THE CBK CORPORATION

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



Recorded on Roll G902 at Frame 1563 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 6TH day of JULY,
A.D. 1990.


Sherrod Brown
Secretary of State

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356153
APPROVEDBy JAG
Date 7-6-1990
Amount \$50.00

CERTIFICATE OF MERGER

OF

MIDWEST RESTAURANTS, INC.

The undersigned, President/Secretary and Assistant Secretary of MIDWEST RESTAURANTS, INC., and 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/Secretary and Assistant Secretary of MIDWEST RESTAURANTS, INC., 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.

MIDWEST RESTAURANTS, INC.

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

And Lawrence Powers
Lawrence Powers, Assistant Secretary

THE CBK CORPORATION

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

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

CERTIFICATE OF MERGER

OF

THE CBK CORPORATION

The undersigned, President and Secretary of THE CBK CORPORATION, and the President/Secretary and Assistant Secretary of MIDWEST RESTAURANTS, INC., 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

MIDWEST RESTAURANTS, INC.

By John L. Jadrych, Pres. and Sec.
John L. Jadrych, President/Secretary

And Lawrence Powers, Asst. Sec.
Lawrence Powers, Assistant Secretary

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AGREEMENT OF MERGER

This is an Agreement of Merger made this 20th day of December, 1989, between MIDWEST RESTAURANTS, INC., an Ohio corporation, whose principal office is at 24510 Sperry Road, Westlake, Ohio 44145 (hereinafter called "Midwest"), and THE CBK CORPORATION, an Ohio corporation, whose principal office is at 24510 Sperry Road, Westlake, Ohio 44145 (hereinafter called "CBK"), said corporations being together hereinafter sometimes called the "constituent corporations."

WITNESSETH:

WHEREAS, the Articles of Incorporation of Midwest Restaurants, Inc., were filed in the office of the Secretary of State of Ohio on September 7, 1976, and recorded on Roll E191 at Frame 1790 of the Records of Incorporations and Miscellaneous Filings in said office. Midwest is authorized to issue 500 common shares without par value of which 200 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 Midwest 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 Midwest into shares of the Surviving Corporation are and shall be as follows:

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

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- 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 Midwest into shares of CBK shall be as follows:

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Each outstanding share of the common stock of Midwest 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 Midwest 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 Midwest 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 Midwest 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

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(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 Midwest as described in the financial statements of Midwest for the year ending 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.

MIDWEST RESTAURANTS, INC.

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

Lawrence Powers
Lawrence Powers, Assistant Secretary

THE CBK CORPORATION

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

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