

Filing fee: <sup>50</sup>\$20.00

**ARTICLES OF MERGER  
OF DOMESTIC AND FOREIGN CORPORATIONS  
INTO**

York Steak House System, Inc.

Pursuant to the provisions of Section 7-1.1-70 of the General Laws, 1956, as amended, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
York Steak House System, Inc. (York)	Ohio
York Warwick, Inc.	R. I.

SECOND: The laws of the State under which such foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is York Steak House Systems, Inc. and it is to be governed by the laws of the State of Ohio.

FOURTH: The following Plan of Merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

(Insert Plan of Merger)

1. The Subsidiaries shall be merged with and into York and York shall be the surviving corporation (the "Corporation");
2. (a) When the merger becomes effective, each share of Common Stock, without par value, of York issued and outstanding at that time shall continue to be outstanding and be one share of Common Stock, without par value, of the Corporation; and  
(b) When the merger becomes effective, all of the shares of capital stock without nominal or par value of the Subsidiaries issued and outstanding at that time shall cease to exist and shall be cancelled and extinguished;

(see Plan and Agreement of Merger and Liquidation  
appended hereto)

FIFTH: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
York Steak House Systems, Inc.	13,280	No par Common	13,280
	641	No par Common (Class B)	641
York Warwick, Inc.	100	No Par Common	100

SIXTH: As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>				
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
York Steak House Systems, Inc.	100%	-0-			
York Warwick, Inc.	100	-0-		100	-0-

SEVENTH: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Rhode Island in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Rhode Island as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, with respect to the rights of dissenting shareholders.

Dated April 4, 1977

YORK STEAK HOUSE SYSTEMS, INC.  
By Elliott S. Grayson, Pres.  
Its XXXXXXX President  
and Mark C. Merker Sec  
Its XXXXXXX Secretary  
YORK WARWICK, INC.  
By Elliott S. Grayson, Pres.  
Its XXXXXXX President  
and Mark C. Merker  
Its XXXXXXX Secretary

STATE OF OHIO }  
COUNTY OF FRANKLIN } Sc.

At Columbus, Ohio in said County on the 4th day of April 19 77, before me personally appeared Elliott S. Grayson, who being by me first duly sworn, declared that he is the President of York Steak House Systems, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Cynthia L. Fisher

Notary Public

CYNTHIA L. FISHER

NOTARY PUBLIC, FRANKLIN COUNTY, OHIO  
MY COMMISSION EXPIRES JULY 30, 1980

(NOTARIAL SEAL)

STATE OF OHIO }  
COUNTY OF FRANKLIN } Sc.

At Columbus, Ohio in said County on the 4th day of April 19 77, before me personally appeared Elliott S. Grayson, who being by me first duly sworn, declared that he is the President of York Warwick, Inc., that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Cynthia L. Fisher

Notary Public

CYNTHIA L. FISHER

NOTARY PUBLIC, FRANKLIN COUNTY, OHIO  
MY COMMISSION EXPIRES JULY 30, 1980

(NOTARIAL SEAL)

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*[Handwritten signature]*

APR 15 1977

ARTICLES OF MERGER  
OF  
YORK WARWICK, INC.  
INTO  
YORK STEAK HOUSE SYSTEMS, INC.

Pursuant to the provisions of Section 7.1.1 - 68.1 of the General Laws, 1956, as amended, the undersigned-corporation, York Steak House Systems, Inc., an Ohio corporation ("York") adopts the following Articles of Merger for the purposes of merging its wholly-owned subsidiary, York Warwick, Inc., a Rhode Island corporation, into itself:

FIRST: The Plan of Merger attached hereto and incorporated herein by reference, was approved by the Directors of York on March 21, 1977; and

SECOND: York Warwick, Inc. is authorized to have outstanding six hundred (600) shares of Common Stock, without par value, one hundred (100) of which shares are issued and outstanding as of this date. York owns of record and beneficially all of the issued and outstanding shares of York Warwick, Inc.

YORK STEAK HOUSE SYSTEMS, INC.

By Elliott S. Grayson, Pres  
Elliott S. Grayson, President

By Mark C. Mirken, Sec  
Mark C. Mirken, Secretary

PLAN AND AGREEMENT OF  
MERGER AND LIQUIDATION

Plan and Agreement of Merger and Liquidation dated as of 7/20/77, 1977 among York Steak House Systems, Inc., an Ohio corporation ("York") and the following wholly-owned subsidiaries of York ("Subsidiaries"): York Westfarms, Inc., a Connecticut corporation; York Steak House St. Clair Square, Inc., an Illinois corporation; York Southlake, Inc., an Indiana corporation; York Louisville, Inc., a Kentucky corporation; York Steak House Lewiston, Inc., a Maine corporation; York Westview, Inc., a Maryland corporation; York Steak House Dedham Mall, Inc., a Massachusetts corporation; York Fairfield, Inc., a Massachusetts corporation; York Hanover, Inc., a Massachusetts corporation; York Methuen, Inc., a Massachusetts corporation; York Natick, Inc., a Massachusetts corporation; York Saginaw, Inc., a Michigan corporation; York Maplewood, Inc., a Minnesota corporation; York Ridgedale, Inc., a Minnesota corporation; York Independence, Inc., a Missouri corporation; York Steak House Chesterfield Mall, Inc., a Missouri corporation; York Steak House Boulevard Mall, Inc., a New York corporation; York Steak House Chautauqua, Inc., a New York corporation; York Steak House Shoppingtown, Inc., a New York corporation; York Summit Park Mall Restaurant, Inc., a New York corporation; York Erie,

Inc., a Pennsylvania corporation; York Warwick, Inc., a Rhode Island corporation; York Rivergate, Inc., a Tennessee corporation; York Arlington, Inc., a Texas corporation; York East Towne, Inc., a Wisconsin corporation; and York West Towne, Inc., a Wisconsin corporation (York and the Subsidiaries sometimes hereinafter called the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, the Subsidiaries each are authorized to have outstanding the following number of shares of capital stock of which the following number of shares of the Subsidiaries are issued and outstanding on the date hereof:

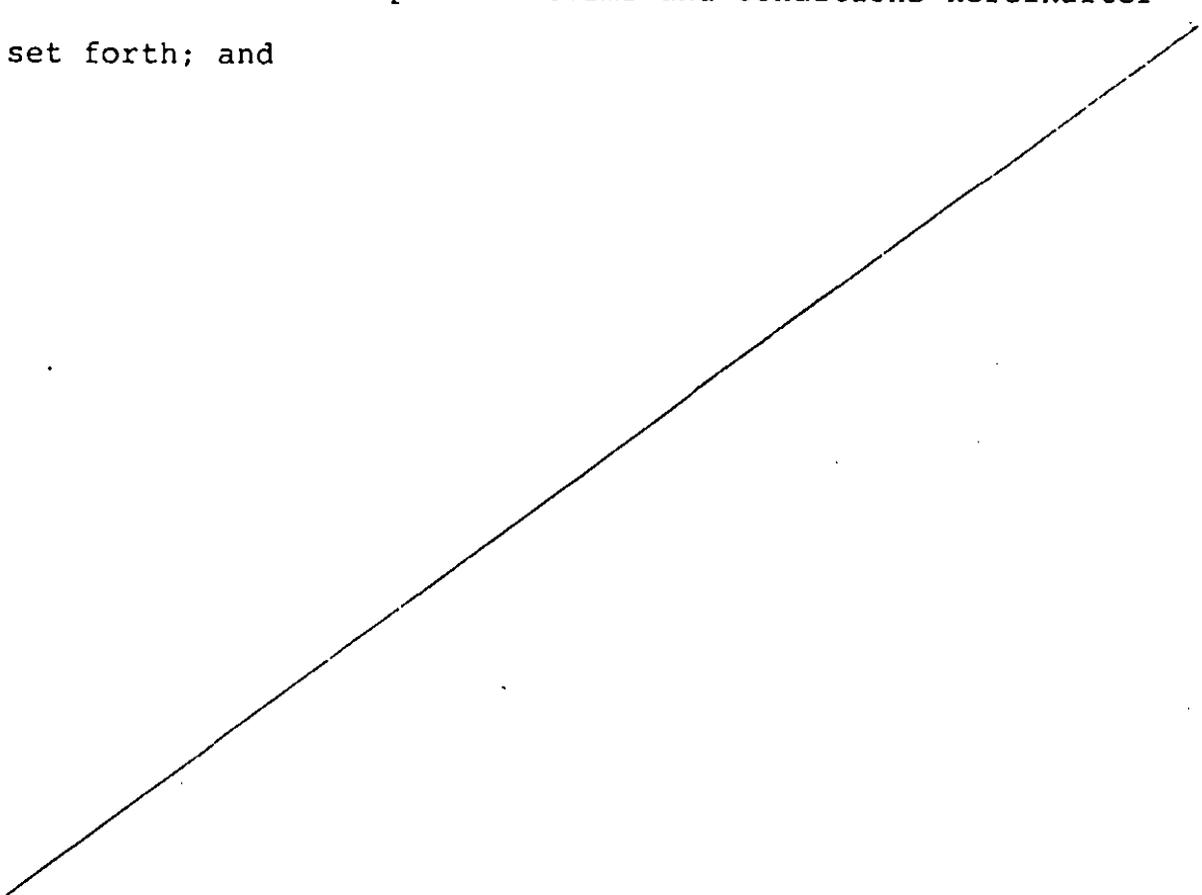
<u>Subsidiary Corporation</u>	<u>Authorized</u>	<u>Issued and Outstanding</u>
York Westfarms, Inc.	500 Common No Par Value	100
York Steak House St. Clair Square, Inc.	500 Common No Par Value	100
York Southlake, Inc.	1,000 Common \$1.00 Par Value	1,000
York Louisville, Inc.	1,000 Common No Par Value	250
York Steak House Lewiston, Inc.	500 Common No Par Value	3
York Westview, Inc.	100 Common	50
York Steak House Dedham Mall, Inc.	12,500 Common No Par Value	100

York Fairfield, Inc.	100 Common No Par Value	100
York Methuen, Inc.	12,500 Common No Par Value	1,000
York Hanover, Inc.	12,500 Common No Par Value	100
York Natick, Inc.	12,500 Common No Par Value	100
York Saginaw, Inc.	100 Common No Par Value	25
York Maplewood, Inc.	1,000 Common Par Value \$1.00	1,000
York Ridgedale, Inc.	1,000 Common Par Value \$1.00	1,000
York Independence, Inc.	1,000 Common No Par Value	500
York Steak House Chester- field Mall, Inc.	1,000 Common No Par Value	500
York Steak House Boulevard Mall, Inc.	100 Common No Par Value	50
York Steak House Chautauqua, Inc.	100 Common No Par Value	50
York Steak House Shoppingtown, Inc.	100 Common No Par Value	50
York Summit Park Mall Restaurant, Inc.	100 Common No Par Value	50
York Erie, Inc.	100 Common No Par Value	50
York Warwick, Inc.	600 Common No Par Value	100
York Rivergate, Inc.	2,000 Common No Par Value	100
York Arlington, Inc.	1,000 Common Par Value \$1.00	1,000

York East Towne, Inc.	2,500 Common No Par Value	100
York West Towne, Inc.	2,500 Common No Par Value	100

WHEREAS, York owns of record and beneficially all of the issued and outstanding shares of each of the Subsidiaries; and

WHEREAS, the Board of Directors of the Constituent Corporations and York as the sole shareholder of the Subsidiaries have deemed it advisable for the mutual benefit of the Constituent Corporations that the Subsidiaries be merged with and into York upon the terms and conditions hereinafter set forth; and



WHEREAS, the Board of Directors of each Constituent Corporation has approved this Agreement; and

WHEREAS, the shareholder of York Steak House St. Clair Square, Inc., an Illinois corporation, York Independence, Inc., and York Steak House Chesterfield Mall, Inc., Missouri corporations, and York Erie, Inc., a Pennsylvania corporation, has approved this Agreement; and

WHEREAS no approval by the shareholders of any of the remaining Constituent Corporations is required;

NOW, THEREFORE, the Constituent Corporations agree that:

1. The Subsidiaries shall be merged with and into York and York shall be the surviving corporation (the "Corporation");
2. The terms and conditions of the merger, the mode of carrying the same into effect, and the manner and basis of making distribution to the shareholder of the Subsidiaries in extinguishment of and in substitution for all shares of capital stock without nominal or par value shall be as follows:
  - (a) When the merger becomes effective, each share of Common Stock, without

par value, of York issued and outstanding at that time shall continue to be outstanding and be one share of Common Stock, without par value, of the Corporation; and

- (b) When the merger becomes effective, all of the shares of capital stock without nominal or par value of the Subsidiaries issued and outstanding at that time shall cease to exist and shall be cancelled and extinguished;
3. When the merger becomes effective, its effect shall be as provided in the applicable provisions of Section 1701.82 of the Ohio Revised Code;
4. When the merger becomes effective, the Articles of Incorporation, Regulations, Directors and officers of York immediately prior to the merger shall be the Articles of Incorporation, Regulations, Directors and officers, respectively, of the Corporation;

5. This merger shall be effective at the time of the filing with the various Secretaries of State or their delegates of all documents required by the laws of the various states to be filed before this merger may become effective.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Plan and Agreement of Merger and Liquidation to be signed by its officers thereunto duly authorized, all as of the day and year first above written.

(Parent): YORK STEAK HOUSE SYSTEMS, INC.  
By Elliott S. Grayson, Pres  
And Mark C. McWhorter, Sec.

(Subsidiaries): YORK WESTFARMS, INC.  
By Elliott S. Grayson, Pres  
And Mark C. McWhorter, Sec.

YORK STEAK HOUSE ST. CLAIR SQUARE, INC. YORK SOUTHLAKE, INC.  
By Elliott S. Grayson, Pres By Elliott S. Grayson, Pres  
And Mark C. McWhorter, Sec. And Mark C. McWhorter, Sec.

YORK LOUISVILLE, INC. YORK STEAK HOUSE LEWISTON, INC.  
By Elliott S. Grayson, Pres By Elliott S. Grayson, Pres  
And Mark C. McWhorter, Sec. And Mark C. McWhorter, Sec.

YORK WESTVIEW, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK STEAK HOUSE DEDHAM MALL, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK FAIRFIELD, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK HANOVER, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK METHUEN, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK NATICK, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK SAGINAW, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK MAPLEWOOD, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK RIDGEDALE, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK INDEPENDENCE, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK STEAK HOUSE CHESTERFIELD MALL, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK STEAK HOUSE BOULEVARD MALL, INC.

By Elliott S. Grayson, Pres  
And Mark C. Merhan, Sec

YORK STEAK HOUSE  
CHAUTAQUA, INC.

YORK STEAK HOUSE  
SHOPPINGTOWN, INC.

BY Elliott S. Grayson, Pres BY Elliott S. Grayson, Pres  
And Mark C. Markes, Sec And Mark C. Markes, Sec

YORK SUMMIT PARK MALL  
RESTAURANT, INC.

YORK ERIE, INC.

BY Elliott S. Grayson, Pres BY Elliott S. Grayson, Pres  
And Mark C. Markes, Sec And Mark C. Markes, Sec

YORK WARWICK, INC.

YORK RIVERGATE, INC.

BY Elliott S. Grayson, Pres BY Elliott S. Grayson, Pres  
And Mark C. Markes, Sec And Mark C. Markes, Sec

YORK ARLINGTON, INC.

YORK EAST TOWNE, INC.

BY Elliott S. Grayson, Pres BY Elliott S. Grayson, Pres  
And Mark C. Markes, Sec And Mark C. Markes, Sec

YORK WEST TOWNE, INC.

BY Elliott S. Grayson, Pres  
And Mark C. Markes, Sec

STATE OF OHIO                    )  
  ) SS.  
COUNTY OF FRANKLIN        )

At Columbus, Ohio in said county on the 2<sup>nd</sup> day  
of March, 1977, before me personally appeared Elliot  
Grayson, who being by me first duly sworn, declared that he  
is the President of York Steak House Systems, Inc., that  
he signed the foregoing document as such President of  
the corporation, and that the statements therein contained are true.

Cynthia L. Fisher  
Notary Public

CYNTHIA L. FISHER  
NOTARY PUBLIC, FRANKLIN COUNTY, OHIO  
MY COMMISSION EXPIRES JULY 30, 1980

STATE OF OHIO )  
 ) SS.  
COUNTY OF FRANKLIN )

At Columbus, Ohio in said county on the 2<sup>nd</sup> day  
of March, 1977, before me personally appeared Mark C.  
Murkin, who being by me first duly sworn, declared that he  
is the Secretary of You Meat Now Systems, Inc., that  
he signed the foregoing document as such Secretary of  
the corporation, and that the statements therein contained are true.

Cynthia L. Fisher  
Notary Public  
CYNTHIA L. FISHER  
NOTARY PUBLIC, FRANKLIN COUNTY, OHIO  
MY COMMISSION EXPIRES JULY 30, 1980