



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO (To Be Filed In Duplicate Original) PIER PIZZA COMPANY

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
PIER PIZZA COMPANY, LLC 112531	LLC	RHODE ISLAND
PIER PIZZA COMPANY 119643	BUSINESS CORPORATION	RHODE ISLAND

- b. The laws of the state under which each entity is organized permit such merger or consolidation.
- c. The full name of the surviving or new entity is PIER PIZZA COMPANY 119643
which is to be governed by the laws of the state of RHODE ISLAND
- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)
- e. If the surviving entity's name has been amended via the merger, please state the new name:
- f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

- g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) UPON FILING

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
PIER PIZZA COMPANY		COMMON	

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</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>
PIER PIZZA COMPANY		0	N/A	N/A	N/A

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

- i) The name of the subsidiary corporation is _____
- ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>

- iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

PIER PIZZA COMPANY, LLC

Print Entity Name

By: JUSTIN GALLANT
Name of person signing

SOLE MEMBER
Title of person signing

By: _____
Name of person signing

Title of person signing

STATE OF RHODE ISLAND

COUNTY OF WASHINGTON

In SOUTH KINGSTOWN, on this 18th day of JULY, 2001, before me personally appeared JUSTIN GALLANT who, being duly sworn, declared that he/she is the SOLE MEMBER of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public CHRISTOPHER G. KEHOE
My Commission Expires: 11.12.01

PIER PIZZA COMPANY

Print Entity Name

By: JUSTIN GALLANT
Name of person signing

PRESIDENT
Title of person signing

By: _____
Name of person signing

Title of person signing

STATE OF RHODE ISLAND

COUNTY OF WASHINGTON

In SOUTH KINGSTOWN, on this 18th day of JULY, 2001, before me personally appeared JUSTIN GALLANT who, being duly sworn, declared that he/she is the PRESIDENT of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public CHRISTOPHER G. KEHOE
My Commission Expires: 11.12.01

PLAN OF MERGER

B. This Plan of Merger dated July 18, 2001 is by and between PIER PIZZA COMPANY, LLC, a Rhode Island corporation ("PIER PIZZA COMPANY, LLC") and PIER PIZZA COMPANY, a Rhode Island corporation ("PIER PIZZA COMPANY"), such corporations being collectively referred to below as the "Constituent Corporations."

Recitals

PIER PIZZA COMPANY, LLC is a corporation organized and existing under the laws of the state of Rhode Island, solely owned by one member, JUSTIN GALLANT;

PIER PIZZA COMPANY is a corporation duly organized and existing under the laws of the state of Rhode Island having an authorized capitalization which consists of 8,000 shares of voting common stock, \$0.01 par value, of which 50 shares are issued and outstanding (the "Common Stock of PIER PIZZA COMPANY") and solely owned by JUSTIN GALLANT;

By unanimous agreement of the respective members, board of directors and shareholders of PIER PIZZA COMPANY, LLC and PIER PIZZA COMPANY, each approved this Plan of Merger (the "Plan") providing for the merger of PIER PIZZA COMPANY, LLC with and into PIER PIZZA COMPANY, with PIER PIZZA COMPANY as the surviving corporation as authorized by the statutes of the state of Rhode Island;

Agreement

In consideration of the premises and the mutual covenants and agreements contained in this agreement, and for the purpose of setting forth the terms and conditions of the merger and the manner and basis of causing the membership interests of PIER PIZZA COMPANY, LLC to be converted into shares of common stock of PIER PIZZA COMPANY, par value \$0.01 per share and such other provisions as are deemed necessary or desirable, the parties have agreed, subject to the approval and adoption of this Plan by the requisite vote of the stockholders of each Constituent Corporation, and subject to the conditions set forth below, as follows:

Article I

Merger and Name of Surviving Corporation

On the Effective Date of the merger, PIER PIZZA COMPANY, LLC shall be merged with and into PIER PIZZA COMPANY, which is designated as the "Surviving Corporation," the name of which on the Effective Date of the merger shall be "PIER PIZZA COMPANY" or such other name as may be available and the parties may agree to.

Article II

Terms and Conditions of Merger

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) On the Effective Date of the merger:

(1) PIER PIZZA COMPANY, LLC shall be merged into PIER PIZZA COMPANY to form a single corporation and PIER PIZZA COMPANY shall be designated as the Surviving Corporation.

(2) The separate existence of PIER PIZZA COMPANY, LLC shall cease.

(3) The Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all duties and liabilities of a corporation organized under Rhode Island law.

(4) The Surviving Corporation shall possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due of whatever account, including subscriptions to shares, and all other choses in action, and all other interest, of each of the Constituent Corporations, shall be deemed to be transferred to the Surviving Corporation without further act the title to any real estate or interest, vested in either Constituent Company shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any claim existing or action or proceeding pending by or against either of such Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in place of the Constituent Corporation; and neither the rights of creditors nor any liens on the property of either of the Constituent Corporations shall be impaired by the merger.

(b) On the Effective Date of the merger, the articles of incorporation of the Surviving Corporation shall be the articles of incorporation of PIER PIZZA COMPANY and the bylaws of the Surviving Corporation shall be the bylaws of PIER PIZZA COMPANY.

(c) On the Effective Date of the merger, the board of directors of the Surviving Corporation shall consist of the members of the board of directors of PIER PIZZA COMPANY immediately prior to the merger, to serve in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the state of Rhode Island.

(d) On the Effective Date of the merger, the officers of the Surviving Corporation shall be the officers of PIER PIZZA COMPANY immediately prior to the merger, such

officers to serve in accordance with the bylaws of the Surviving Corporation and until their respective successors shall have been elected and qualified in accordance with such bylaws and the laws of the state of Rhode Island.

If on the Effective Date of the merger, a vacancy shall exist in the board of directors or in any of the officers of the Surviving Corporation, such vacancy may be filled in the manner provided in the bylaws of the Surviving Corporation.

Article III

Manner and Basis of Converting Shares

The manner and basis of converting the shares of the Constituent Corporations and the mode of carrying the merger into effect are as follows:

(a) All membership interests of PIER PIZZA COMPANY, LLC outstanding on the Effective Date of the merger shall, without any action on the part of the holder, shall be converted into 50 fully paid and nonassessable shares of Common Stock of PIER PIZZA COMPANY which shall, on such conversion, be validly issued and outstanding, fully paid, and nonassessable, and shall not be liable to any further call, nor shall the holder be liable for any further payments with respect to it.

Article IV

Articles of Incorporation and Bylaws

1. The articles of incorporation of PIER PIZZA COMPANY shall, on the merger becoming effective, be the articles of incorporation of the Surviving Corporation until amended in the manner provided by law.
2. The bylaws of PIER PIZZA COMPANY shall, on the merger becoming effective, be the bylaws of the Surviving Corporation until amended in the manner provided by law.

Article V

Approval and Effective Date of the Merger, Miscellaneous Matters

1. The merger shall become effective when all the following actions shall have been taken:
 - (a) This Plan shall be authorized, adopted, and approved on behalf of each Constituent Company in accordance with the laws of the state of Rhode Island; and
 - (b) This Plan, executed and verified in accordance with the laws of the state of Rhode Island, shall be filed in the Office of the Secretary of State of Rhode Island.

The date on which such actions are completed and such merger is effected is referred to as the "Effective Date."

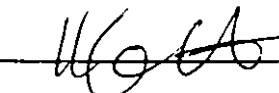
2. If at any time the Surviving Corporation shall deem or be advised that any further grants, assignments, confirmations, or assurances are necessary or desirable to vest, perfect, or confirm title in the Surviving Corporation, of record or otherwise, to any property of PIER PIZZA COMPANY, LLC acquired or to be acquired by, or as a result of, the merger, the officers and directors of PIER PIZZA COMPANY, LLC or any of them shall be severally and fully authorized to execute and deliver any and all such deeds, assignments, confirmations, and assurances and to do all things necessary or proper so as to best prove, confirm, and ratify title to such property in the Surviving Corporation and otherwise carry out the purposes of the merger and the terms of this Plan.

3. For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts of it may be executed, each such counterpart shall be deemed to be an original instrument, and all such counterparts together shall be considered one instrument.

4. This Plan shall be governed by and construed in accordance with the laws of the state of Rhode Island.


5. This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties.


In witness, each Constituent Company has caused this Plan to be executed, all as of the date first above written.

Attest: , Secretary

PIER PIZZA COMPANY

By Justin Gallant, President



Attest: , Secretary

PIER PIZZA COMPANY, LLC

By Justin Gallant, Sole Member

