

PLAN OF MERGER

FIRST: SAMBO'S RESTAURANTS, INC., a corporation organized under the laws of the State of California, shall merge with and into itself and assume the liabilities and obligations of SAMBO'S OF SOUTH CAROLINA, INC., a corporation organized under the laws of the State of South Carolina. The name of the surviving corporation is SAMBO'S RESTAURANTS, INC.

SECOND: The presently issued and outstanding shares of stock of SAMBO'S OF SOUTH CAROLINA, INC., the merging corporation, all of which are owned by SAMBO'S RESTAURANTS, INC., the surviving corporation, shall be surrendered and cancelled. No shares of stock of the surviving corporation shall be issued in exchange therefor.

RECORDED OCT 12 1983 at 4:18 P.M.

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