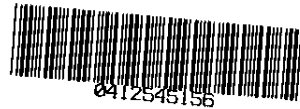


FORM **BCA 11.25** (rev. Dec. 2003)
ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
www.cyberdriveillinois.com



Doc#: **0412545156**
Eugene "Gene" Moore Fee: \$30.00
Cook County Recorder of Deeds
Date: 05/04/2004 11:54 AM Pg: 1 of 4

Remit payment in the form of a
check or money order payable
to the Secretary of State.

FILED

APR 28 2004

JESSE WHITE
SECRETARY OF STATE

The filing fee is \$100, but if merger or
consolidation involves more than 2
corporations, \$50 for each additional
corporation.

File # 6352-236-8

Filing Fee: \$ 100.00

Approved: lt

Submit in duplicate

Type or Print clearly in black ink

Do not write above this line

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~merge~~ ~~consolidate~~ ~~exchange shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
STEAK AND ALE OF ILLINOIS, INC.	NEVADA	
Steak And Ale of Illinois, Inc.	Illinois	

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~surviving~~ ~~new~~ ~~acquiring~~ corporation: STEAK AND ALE OF ILLINOIS, INC.

(b) it shall be governed by the laws of: ILLINOIS

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~merger~~ ~~consolidation~~ ~~exchange~~ is as follows:

SEE INSERT ON ATTACHED PAGE

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BOX 170

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5. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
STEAK AND ALE OF ILLINOIS, INC.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

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7. (Complete this item if reporting a merger under § 11.30—99% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

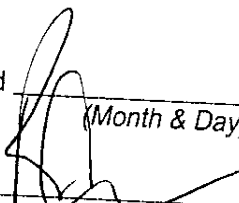
Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day), _____ (Year).

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

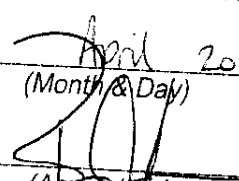
(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated April 20, 2004
(Month & Day) (Year)

(Any authorized officer's signature)

STEAK AND ALE OF ILLINOIS, INC. (NEVADA)
(Exact Name of Corporation)

ROBIN CHAMBERLAIN EXECUTIVE VP
(Type or Print Name and Title)

Dated April 20, 2004
(Month & Day) (Year)

(Any authorized officer's signature)

STEAK AND ALE OF ILLINOIS, INC. (ILLINOIS)
(Exact Name of Corporation)

(Type or Print Name and Title)

Dated _____
(Month & Day) (Year)

(Exact Name of Corporation)

(Any authorized officer's signature)

(Type or Print Name and Title)

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INSERT TO ARTICLES OF MERGER

Steak and Ale of Illinois, Inc., a Nevada corporation (the "Nevada Corporation"), shall be merged with and into Steak and Ale of Illinois, Inc., a Illinois corporation (the "Illinois Corporation"), and the separate corporate existence of the Nevada Corporation shall cease as of the effective date of the Merger. The Illinois corporation shall be the surviving corporation (the "Surviving Corporation") in the merger and shall continue its corporate existence under the laws of the State of Illinois. The Articles of Incorporation and Bylaws of the Illinois Corporation in effect immediately prior to the effective date of the merger shall be Articles of Incorporation and Bylaws of the Surviving Corporation, and the officers and directors of the Illinois Corporation shall be the officers and directors of the Surviving Corporation.

Each share of Common Stock of the Nevada Corporation that shall be issued as of the effective date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, automatically be canceled. **All of the issued shares and membership interests of the two entities participating in the merger are owned by the same individual(s) in identical proportions.** The certificate or certificates representing, prior to the effective date of the merger, the issued and outstanding shares of the Common Stock of the Nevada Corporation held by each holder thereof shall, from and after the effective date of the merger, be deemed for all purposes to have been canceled.

Each share of Common Stock of the Illinois Corporation that shall be issued and outstanding immediately prior to the effective date of the merger shall remain issued and outstanding as a share of Common Stock of the Surviving Corporation.

The stock transfer books of the Nevada Corporation shall be closed as of the close of business on the effective date of the merger, and no transfer of record of any shares of stock of the Nevada Corporation shall take place thereafter. After the effective date of the Merger, each holder of a certificate that prior thereto represented shares of the Common Stock of the Nevada Corporation shall surrender such certificates to the Surviving Corporation.

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