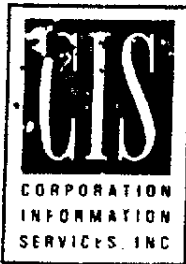


235210

Articles of Merger
Filed 9/9/88

200002566332

2 pgs. (File Second)



502 East Park Avenue Tallahassee, FL 32301 (904) 222-9171
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235210^{7nd}

BROAD AND CASSEL
ATTN: J. GREGORY HUMPHRIES
407-660-8984
ATTORNEYS AT LAW
1051 WINDERLEY PL.
MAITLAND, FL. 32751

WORK ORDER NUMBER		
00044603		
CUSTOMER NO.	ORDER DATE	ORDER
0824	09/09/88	10:11
ORDER TAKEN BY		
LORI DUNLAP		

WORK ORDER DESCRIPTION

FILE AMENDMENT

MERGER FILING/CERTIFIED COPY

1. WAYNE DENSCH, INC. INTO

BUD FARMS, INC.

FILE DATE

DOCUMENTS REC. VIA FEDERAL EXPRESS. STATE FEES

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If for any reason the above request is confusing or incorrect please contact our office immediately at the telephone number listed above. Thank you for your assistance with the above request

REQUEST FOR INFORMATION

235210

ARTICLES OF MERGER

<u>NAMES OF MERGED CORPORATION(S)</u>	<u>STATE OF INCORPORATION</u>	<u>CHARTER NUMBER(S), IF APPLICABLE</u>
---	-----------------------------------	---

BUD FARMS, INC.

Florida

395826

-----MERGING INTO-----

<u>NAME OF SURVIVING CORPORATION</u>	<u>STATE OF INCORPORATION</u>	<u>CHARTER NUMBER, IF APPLICABLE</u>
--	-----------------------------------	--

WAYNE DENSCH, INC.

Florida

235210

IF DIFFERENT, THE NAME OF THE SURVIVING CORPORATION IMMEDIATELY PRIOR TO
THE FILING OF THE MERGER DOCUMENTS:

Filed Date: 9-9-88

Effective Date, if applicable: _____

Document Examiner: Ajh

ARTICLES OF MERGER

Pursuant to §607.224 of the Florida General Corporation Act (the "Act"), BUD FARMS, INC., a Florida corporation ("Farms") WAYN-AN, INC., a Florida corporation ("WAI"), and WAYNE DENSCH, INC. ("DENSCH.") adopt the following articles of merger for the purpose of merging FARMS into DENSCH, the latter of which is to survive the merger, in exchange for the stock of WAI:

ARTICLE I

That certain plan and agreement of merger (the "Agreement") dated August 30, 1988, by and between WAI, Farms and DENSCH, attached and made a part of this instrument, was duly approved by the Boards of WAI, Farms and DENSCH pursuant to §607.134 of the Act on August 30, 1988.

ARTICLE II

The Agreement was approved by the sole shareholder of WAI, the sole shareholder of Farms and by the sole shareholder of DENSCH pursuant to §607.394 of the Act on August 30, 1988.

ARTICLE III

Of the 100 outstanding shares of the no par common stock, of Farms entitled to vote on the Agreement had the Agreement been submitted to a vote of shareholders pursuant to §607.221(2) of the Act, the holders of One Hundred percent of those shares have consented and authorized the Agreement by written consent in accordance with §607.394 of the Act.

ARTICLE IV

Of the 3000 outstanding shares of the common stock, par value of \$100.00 per share of WAI entitled to vote on the Agreement had the Agreement been submitted to a vote of shareholders pursuant to §607.221(2) of the Act, the holders of One Hundred percent of those shares have consented and authorized the Agreement by written consent in accordance with §607.394 of the Act.

ARTICLE V

Of the 3,000 outstanding shares of the common stock, par value of \$100.00 per share of DENSCH entitled to vote on the Agreement had the Agreement been submitted to a vote of the shareholders pursuant to §607.221(2) of the Act, the holders of One Hundred percent of those shares have consented and authorized the Agreement by written consent in accordance with §607.394 of the Act.

ARTICLE VI

Each outstanding share of Farms shall be exchanged for one share of WAI. The currently issued and outstanding capital stock of DENSCH shall not be affected by this merger. All of the issued and outstanding capital stock of Farms shall be cancelled as a result of this merger.

IN WITNESS WHEREOF, the parties to these articles of merger have caused them to be duly executed by their respective authorized officers.

BUD FARMS, INC.

By: Wayne Densch
Wayne Densch, President

By: Ann G. Densch
Ann G. Densch, Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me personally appeared Wayne Densch, who is the President of BUD FARMS, INC., to me known to be the individual described in and who executed the foregoing Articles of Merger and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid mentioned this 30 day of August, 1988.

Maury H. Roth
NOTARY PUBLIC

My Commission Expires:

Notary Public, State of Florida, Notary
My Commission Expires May 2, 1991

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me personally appeared Ann G. Densch, who is the Secretary of RUD FARMS, INC., to me known to be the individual described in and who executed the foregoing Articles of Merger and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid mentioned this 30 day of August, 1988.

Nancy H. Roth
NOTARY PUBLIC

My Commission Expires:

Notary Public, State of Florida At Large
My Commission Expires May 2, 1991
WAYN-AN, INC.

By: Wayne Densch
Wayne Densch, President

By: Ann G. Densch
Ann G. Densch, Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me personally appeared Wayne Densch, who is the President of WAYN-AN, INC., to me known to be the individual described in and who executed the foregoing Articles of Merger and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid mentioned this 30 day of August, 1988.

Nancy H. Roth
NOTARY PUBLIC

My Commission Expires:

Notary Public, State of Florida At Large
My Commission Expires May 2, 1991

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me personally appeared Ann G. Densch, who is the Secretary of WAYN-AN, INC., to me known to be the individual described in and who executed the foregoing Articles of Merger and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid mentioned this 30 day of August, 1988.

Walter H. Roth
NOTARY PUBLIC

My Commission Expires:

Notary Public - State of Florida At Large
My Commission Expires May 2, 1991
Notary Public - State of Florida At Large

WAYNE DENSCH, INC.

By: Wayne Densch
Wayne Densch, President

By: A. G. Densch
Ann G. Densch, Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me personally appeared Wayne Densch, who is the President of WAYNE DENSCH, INC., to me known to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid mentioned this 30 day of August, 1988.

Walter H. Roth
NOTARY PUBLIC

My Commission Expires:

Notary Public - State of Florida At Large
My Commission Expires May 2, 1991
Notary Public - State of Florida At Large

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me personally appeared Ann G. Densch, who is the Secretary of WAYNE DENSCH, INC., to me known to be the individual described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid mentioned this 30 day of August, 1988.

Taney H. Roth
NOTARY PUBLIC

My Commission Expires:

Notary Public - State of Florida At Large
My Commission Expires May 2, 1991