

251819

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June 7, 2002

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-06/11/02--01069--019  
\*\*\*\*\*81.75 \*\*\*\*\*81.75

ALLAN L. CASEY  
DANIEL P. ROONEY

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Merger of Kondor's Thriftway of Winter Haven, Inc., (surviving corporation) and Thriftway Merchandising Corporation (merged company).

Dear Sir:

Enclosed please find the following concerning the above referenced corporate merger:

- a. Articles of Merger with attached copy of Plan of Merger;
- b. The firm's check in the amount of \$81.75 payable to Florida Department of State and allocable as follows:

- 1. \$35.00 for each of the two companies involved in the merger;
- 2. \$11.75 for a certified copy of the Articles of Merger as accepted by the Department.

If you have any questions concerning any of this, please contact me. Thank you for your attention to this matter.

Sincerely,

*Daniel P. Rooney*  
Daniel P. Rooney

cc Kondor's Thriftway of Winter Haven, Inc.

FILED  
02 JUN 11 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*

T BROWN JUN 18 2002

6

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THRIFTWAY MERCHANDISING CORPORATION, a Florida entity, 251806

INTO

**KONDORS THRIFTWAY OF WINTER HAVEN, INC.**, a Florida entity, 251819

File date: June 11, 2002

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER  
(Profit Corporations)

**FILED**  
02 JUN 11 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Kondor's Thriftway of Winter Haven, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Thriftway Merchandising Corporation</u>	<u>Florida</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR \_\_\_/\_\_\_/\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

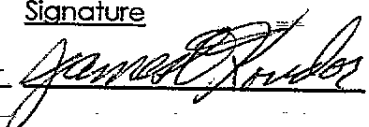
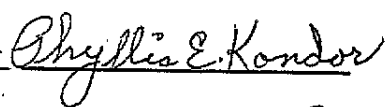
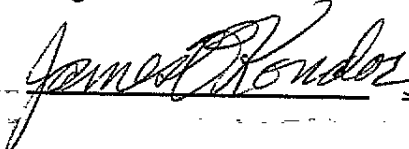
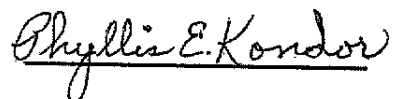
The Plan of Merger was adopted by the board of directors of the surviving corporation on June 6, 2002 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 6, 2002 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name of Individual &amp; Title</u>
<u>Kondor's Thriftway of Winter Haven, Inc.</u>		<u>James O. Kondor, Director</u>
<u>Kondor's Thriftway of Winter Haven, Inc.</u>		<u>Phyllis E. Kondor, Director</u>
<u>Thriftway Merchandising Corporation</u>		<u>James O. Kondor, Director</u>
<u>Thriftway Merchandising Corporation</u>		<u>Phyllis E. Kondor, Director</u>

## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name \_\_\_\_\_ Jurisdiction

Kondor's Thriftway of Winter Haven, Inc. Florida

Second: The name and jurisdiction of each merging corporation:

Name \_\_\_\_\_ Jurisdiction

Thriftway Merchandising Corporation Florida

Third: The terms and conditions of the merger are as follows:

James O. Kondor owns 30 shares of both Kondor's Thriftway of Winter Haven, Inc., and Thriftway Merchandising Corporation. Phyllis E. Kondor owns 20 shares of both Kondor's Thriftway of Winter Haven, Inc., and Thriftway Merchandising Corporation. There are no other shareholders to either company. Further, James O. Kondor and Phyllis E. Kondor comprise the entire board of directors of both companies. Any rationale for the existence of the two companies has ceased and the parties involved desire to effect a consolidation of the companies. Upon filing of Articles of Merger, a consolidation or merger of the two companies shall take place with the surviving entity being Kondor's Thriftway of Winter Haven, Inc.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each of James O. Kondor and Phyllis E. Kondor will be issued one (1) share of stock in Kondor's Thriftway of Winter Haven, Inc., for each share of stock that

they had respectively in Thriftway Merchandising Corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

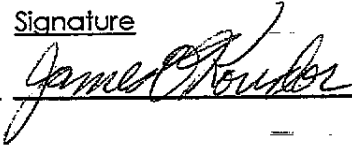
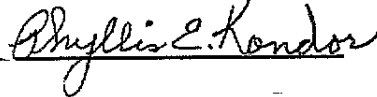
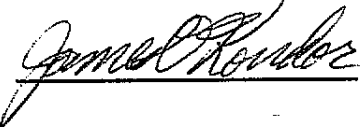
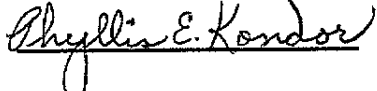
Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Printed Name of Individual &amp; Title</u>
<u>Kondor's Thriftway of Winter Haven, Inc.</u>		<u>James O. Kondor, Director</u>
<u>Kondor's Thriftway of Winter Haven, Inc.</u>		<u>Phyllis E. Kondor, Director</u>
<u>Thriftway Merchandising Corporation</u>		<u>James O. Kondor, Director</u>
<u>Thriftway Merchandising Corporation</u>		<u>Phyllis E. Kondor, Director</u>

(Attach additional sheets if necessary)