

DEAN MEAD ORLANDO

407681

Florida Department of State
Division of Corporations
Public Access System

EFFECTIVE DATE
01-01-06

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000294285 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & ROZARTH, P.A.
Account Number : 076077001702
Phone : (407)841-1200
Fax Number : (407)423-1831

MERGER OR SHARE EXCHANGE

DUDA FARM FRESH FOODS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$113.75

RECEIVED
05 DEC 29 AM 8:00
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC 29 PM 4:24

ADC000084/000142

Electronic Filing Menu

Corporate Filing

Public Access Help

RETURN TO
MP
PS 12/30/05
iKerfer

((H05000294285 3)))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
05 DEC 29 PM 4:24

**ARTICLES OF MERGER
OF GENE JACKSON FARMS, INC. AND VALLEY ONIONS, INC.
WITH AND INTO DUDA FARM FRESH FOODS, INC.**

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Duda Farm Fresh Foods, Inc.	Florida	407681

EFFECTIVE DATE
01/01/06

SECOND: The name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Gene Jackson Farms, Inc.	California
Valley Onions, Inc.	Texas

THIRD: The Agreement and Plan of Merger is attached and meets the requirements of Section 607.1104 of the Florida Statutes. Duda Farm Fresh Foods, Inc., the surviving corporation, is the parent of, and owns 100% of the outstanding stock of, each of the merging corporations, Gene Jackson Farms, Inc. and Valley Onions, Inc.

FOURTH: The merger shall become effective as of 12:01 a.m. on January 1, 2006.

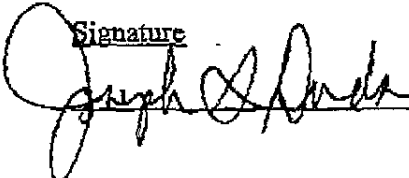
FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the Board of Directors of the surviving corporation on DECEMBER 27, 2005, and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporations:

The Plan of Merger was adopted by the Board of Directors of each of the merging corporations on DECEMBER 27, 2005, and shareholder approval was not required.

SEVENTH: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Duda Farm Fresh Foods, Inc.		Joseph A. Duda President

12/29/2005 14:19 FAX 407 4231831

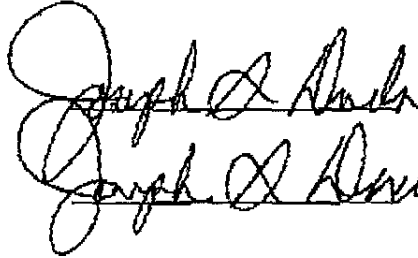
DEAN MEAD ORLANDO

003

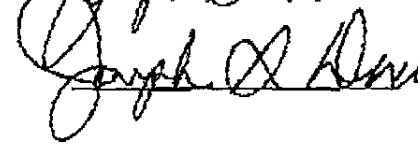
((H05000294285 3))

Gene Jackson Farms, Inc.

Valley Onions, Inc.



Joseph A. Duda
Vice President



Joseph A. Duda
President

((H05000294285 3))

(((H05000294285 3)))

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 27th day of December, 2005, by and among Duda Farm Fresh Foods, Inc., a Florida corporation, Gene Jackson Farms, Inc., a California corporation, and Valley Onions, Inc., a Texas corporation. Duda Farm Fresh Foods, Inc. is sometimes referred to herein as the "Surviving Corporation," and Gene Jackson Farms, Inc. and Valley Onions, Inc. are sometimes collectively referred to as the "Merging Corporations".

RECITALS

A. Duda Farm Fresh Foods, Inc. is the parent corporation and sole shareholder of Gene Jackson Farms, Inc. and Valley Onions, Inc.

B. Duda Farm Fresh Foods, Inc. desires to consolidate its farm fresh food operations by merging with its wholly owned subsidiaries Gene Jackson Farms, Inc. and Valley Onions, Inc. in accordance with Section 607.1104 of the Florida Statutes, Section 1110 of the California Corporations Code and Article 5.16 of the Texas Business Corporation Act. The law of the State of Florida, under which Duda Farm Fresh Foods, Inc., is organized and its constituent documents permit the merger specified in these resolutions.

NOW, THEREFORE, in consideration of the mutual premises, the parties hereby agree in accordance with the applicable state laws that Gene Jackson Farms, Inc. and Valley Onions, Inc. shall be, at the Effective Date (as hereinafter defined), merged (hereafter, the "Merger") with and into Duda Farm Fresh Foods, Inc., in accordance with the following agreements, terms and conditions:

1. Recitals. The recitals set forth in Paragraphs A and B above are true and correct and are hereby incorporated herein by reference.

2. Names and Places of Incorporation of Merging and Surviving Corporation; Articles of Organization of Surviving Corporation.

2.1 Names and Places of Incorporation of Merging Corporations. The names and places of the Merging Corporations from and after the Effective Date are and shall be Valley Onions, Inc., a Texas corporation, and Gene Jackson Farms, Inc., a California corporation.

2.2 Name and Place of Incorporation of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date is and shall be Duda Farm Fresh Foods, Inc., a Florida corporation.

(((H05000294285 3)))

2.3 Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Duda Farm Fresh Foods, Inc., as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by law.

3. Stock Ownership of Merging Corporation. The outstanding shares of stock of Gene Jackson Farms, Inc. and the outstanding shares of stock of Valley Onions, Inc. are owned 100% by Duda Farm Fresh Foods, Inc.

4. Effects of Merger.

4.1 Certain Effects of Merger. On the Effective Date, the separate existence of the Merging Corporations shall cease, and the Merging Corporations shall be merged with and into the Surviving Corporation, which shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging Corporations; and all and singular, the rights, privileges, powers and franchises of the Merging Corporations, and all property, real, personal and mixed, and all debts due to the Merging Corporations, on whatever account, as well for all other things in action or belonging to the Merging Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporations, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in the Merging Corporations, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Corporations, shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporations, shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the last acting officers or shareholders of the Merging Corporations, or the corresponding officers or directors of the Surviving Corporation, may, in the name of the Merging Corporations, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of the Merging Corporations' property, rights, privileges, powers, franchises, and immunities of the Merging Corporations, and otherwise to carry out the purposes of this Plan of Merger.

4.2 Payment of Franchise Taxes. Surviving Corporation will be responsible for the payment of all fees and franchise taxes of Valley Onions, Inc., and Gene Jackson Farms, Inc., and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

5. Cancellation of Merging Corporations' Stock.

5.1 The Merging Corporations' stock shall be cancelled effective as of the Effective Date of the Merger.

(((H05000294285 3)))

6. Miscellaneous.

6.1 Effective Date. The "Effective Date" of the Merger shall be 12:01 a.m. January 1, 2006.

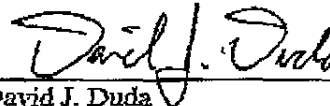
This Plan of Merger has been executed by the board of directors of Duda Farm Fresh Foods, Inc. hereto on the date first above written.

DIRECTORS OF

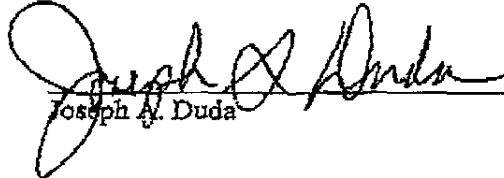
DUDA FARM FRESH FOODS, INC.



Ferdinand S. Duda



David J. Duda



Joseph A. Duda