

Division of Corporations

P 00000000/322

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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Fax Number : (850) 922-4000

From:

Account Name : STEARNS WEAVER MILLER, ET AL.
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00 JAN -5 PM 1:48

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

VTF Fla, Inc.

FILED
00 JAN -5 PM 2:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Original Certificate of Incorporation filed with Delaware had a comma

Electronic Filing Menu

Corporate Filing

Public Access Help

merger
w/ NAME CHANGE

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

VIA TROPICAL FRUITS, INC., a Delaware corporation, P21420

INTO

VTF FLA, INC. which changed its name to

VIA TROPICAL FRUITS, INC., a Florida entity, P00000001322.

File date: January 5, 2000

Corporate Specialist: Darlene Connell

January 5, 2000

VIA TROPICAL FRUITS INC.
15950 S.W. KANNER HWY
INDIANTOWN, FL 34956US

****ATTN: JACKIE ****

SUBJECT: VIA TROPICAL FRUITS INC.
REF: P21420

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please label the Articles of Merger and also the Plan and Agreement of Merger both as EXHIBIT A, as mentioned in the Articles and Plan of Merger. Also, a Certificate of Merger is mentioned in Article 2 of the Plan and Agreement of Merger as EXHIBIT B. Please provide our office with the Certificate of Merger labeled as EXHIBIT B.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000000540
Letter Number: 700A00000490

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**EXHIBIT A
ARTICLES OF MERGER**

FILED
JUN -5 PM 2:36
TALLAHASSEE FL 32301
SECRETARY OF STATE

These ARTICLES OF MERGER, dated as of January 3, 2000, provide for the merger of VIA TROPICAL FRUITS, INC., a Delaware corporation ("Tropical"), with and into VTF FLA, INC., a Florida corporation ("VTF"), which shall be the surviving corporation, pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act").

ARTICLE I - PLAN OF MERGER

A copy of the Plan of Merger pursuant to which Tropical will be merged with and into VTF is attached hereto as Exhibit A and incorporated herein by this reference. Pursuant to Section 607.1101(3)(a) of the Act, Section 3(c) of the Plan of Merger provides for, Article I of the Articles of Incorporation of VTF be amended to change the name of VTF to "Via Tropical Fruits, Inc."

ARTICLE II - EFFECTIVE DATE

The Merger of Tropical into VTF shall be effective as of the date of filing of these Articles of Merger with the Department of State of the State of Florida.

ARTICLE III - ADOPTION OF PLAN OF MERGER

A. The Plan of Merger was adopted by the unanimous written consent of the stockholders of Tropical dated as of January 3, 2000.

B. The Plan of Merger was adopted by the unanimous written consent of the shareholders of VTF dated as of January 3, 2000.

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of Tropical and VTF by their authorized officers as of the date first written above.

VTF FLA, INC., a Florida corporation

VIA TROPICAL FRUITS, INC.,
a Delaware corporation

By: 
Michel Hamon, President

By: 
Michel Hamon, President

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EXHIBIT A
PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of January 3, 2000, is entered into by and between Via Tropical Fruits, Inc., a Delaware corporation ("Tropical"), and VTF Fla, Inc., a Florida corporation ("VTF").

WITNESSETH:

WHEREAS, Tropical is a corporation duly organized and existing under the laws of the State of Delaware and, as of the date hereof, the authorized capital stock of Tropical consists of 500,000 shares of Common Stock, par value \$100.00 per share (the "Tropical Common Stock"), of which 331,565 shares are issued and outstanding;

WHEREAS, VTF is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of VTF consists of 500,000 shares of Common Stock, par value \$100.00 per share (the "VTF Common Stock"), of which 331,565 shares are issued and outstanding;

WHEREAS, the respective Boards of Directors of Tropical and VTF deem it advisable and in the best interests of their respective corporations and stockholders to have Tropical merge with and into VTF pursuant to this Agreement and the applicable provisions of the laws of the State of Florida; and the Board of Directors and stockholders of each of Tropical and VTF have approved this Agreement and the Merger contemplated hereby;

WHEREAS, Tropical and VTF and their respective shareholders believe it is advisable and in their mutual interests that VTF carry on and continue the historic business of Tropical after the Merger; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction, and the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware.

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H00000000540 5

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1
THE MERGER

On the Effective Date of the Merger and in accordance with the respective laws of the States of Florida and Delaware, Tropical shall merge with and into VTF, with VTF being the corporation surviving the Merger (hereafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Florida.

ARTICLE 2
EFFECTIVE DATE

Articles of Merger, substantially in the form attached hereto as Exhibits "A", executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. A Certificate of Merger, substantially in the form attached hereto as Exhibits "B", executed in accordance with the laws of the State of Delaware shall be filed with the Secretary of State of the State of Delaware. The Merger shall become effective on the date and time the Articles of Merger and Certificate of Merger are filed with the Secretary of State of the State of Florida and Secretary of State of the State of Delaware herein sometimes referred to as the "Effective Date of the Merger."

ARTICLE 3
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation: Effects of the Merger. Upon the Merger becoming effective and by virtue thereof Tropical and VTF shall become and be a single corporation, with VTF as the Surviving Corporation, and the separate corporate existence of Tropical and VTF shall cease. The Merger shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

H00000000540 5

(i) The Articles of Incorporation of VTF as in effect immediately prior to the Merger becoming effective, shall be the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law and said Articles of Incorporation.

(ii) The Bylaws of VTF in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of VTF immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

(c) Name of Surviving Corporation. On the Effective Date of the Merger, Article I of the Articles of Incorporation of VTF shall be amended to change the name of VTF to "Via Tropical Fruits, Inc."

ARTICLE 4
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(a) VTF Shares. Each share of VTF Common Stock issued and outstanding prior to the Effective Date of the Merger, shall continue to be outstanding at and after the Effective Date of the Merger as a share of Common Stock, \$100.00 par value, of the Surviving Corporation.

(b) Cancellation of Tropical Stock. Upon the Effective Date of the Merger, each share of Tropical Common Stock, which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

ARTICLE 5
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

H00000000540 5

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed on their behalf as of the date first above written.

VTF FLA, INC., a Florida corporation

By: 
Michel Hamon, President

VIA TROPICAL FRUITS, INC., a
Delaware corporation

By: 
Michel Hamon, President

H00000000540 3

EXHIBIT B
CERTIFICATE OF MERGER
OF
VIA TROPICAL FRUITS, INC.
WITH AND INTO
VTF FLA, INC.

**(UNDER SECTIONS 251 AND 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

Pursuant to the provisions of Sections 251 and 252 of the General Corporation Law of the State of Delaware, each of Via Tropical Fruits, Inc., a Delaware corporation ("Tropical"), and VTF Fla, Inc., a Florida corporation ("VTF"), hereby certify with respect to the merger (the "Merger") of Tropical with and into VTF that:

- (1) The name and state of the incorporation of each of the constituent corporations of the Merger (the "Constituent Corporations") are:
 - (a) VTF Fla, Inc., a Florida corporation, which shall be the surviving corporation of the Merger (the "Surviving Corporation"); and
 - (b) Via Tropical Fruits, Inc., a Delaware corporation.
- (2) An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
- (3) The articles of incorporation of VTF, filed with the Department of State of the State of Florida shall continue in full force and effect as the articles of incorporation of the Surviving Corporation, except that such articles of incorporation shall be amended to change the name of the Surviving Corporation to "Via Tropical Fruit, Inc."
- (4) The Surviving Corporation shall be VTF Fla, Inc., a Florida corporation.

H00000000540 5

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- (5) The executed Agreement of Merger is on file at an office of the Surviving Corporation, located at 15950 S. W. Kanner Highway, Indiantown, Florida 34956.
- (6) A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Certificate of Merger to be executed in their respective corporate names by their respective authorized officers as of the 3rd day of January, 2000.

VTF FLA, INC., a Florida corporation

By: 
Michel Hamon, President

VIA TROPICAL FRUITS, Inc., a Delaware corporation

By: 
Michel Hamon, President