

FEB-13-2004 16:1

FR

Y S P.

95 667800

T-29

001/003

F-453

P04000017728

Florida Department of State
Division of Corporations
Public Access System

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.

((H04000032990 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 : ADORNO & YOSS, P.A.
Account Number : 076247002423
Phone : (954) 763-1200
Fax Number : (954) 766-7800

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB 17 AM 11:48

FILED

MERGER OR SHARE EXCHANGE

INNOVATIVE FOOD HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

RECEIVED
04 FEB 13 PM 4:20
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

FEB-17-2004 10:37

FROM-ADORNO & YOSS P.A.

+9547667800

T-338 P.002/004 F-497



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 14, 2004

INNOVATIVE FOOD HOLDINGS, INC.
2501 E. COMMERCIAL BLVD.
212
FT. LAUDERDALE, FL 33308

SUBJECT: INNOVATIVE FOOD HOLDINGS, INC.
REF: P04000017728

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.

* Please entitle your document Articles and Plan of Merger.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H04000032990
Letter Number: 604A00010277

ARTICLES OF MERGER AND PLAN OF MERGER
OF
FIBER APPLICATIONS SYSTEMS TECHNOLOGY, INC.
(a Colorado corporation)
WITH AND INTO
INNOVATIVE FOOD HOLDINGS, INC.
(a Florida corporation)

FILED
04 FEB 17 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** FIBER APPLICATIONS SYSTEMS TECHNOLOGY, INC., a Colorado corporation ("COLORADO"), shall be merged (the "Merger") with and into INNOVATIVE FOOD HOLDINGS, INC., a Florida corporation bearing Document Number P04000017728 ("FLORIDA"). FLORIDA and COLORADO are sometimes hereinafter collectively referred to as the "Constituent Corporations." FLORIDA shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Secretary of the State of Florida and the Articles of Merger are filed with the Secretary of the State of Colorado (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and the By-Laws of FLORIDA shall be the Articles of Incorporation and By-Laws of the Surviving Corporation.

3. **Succession.** On the Effective Date, FLORIDA shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of COLORADO, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Common Stock.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of COLORADO's common stock and associated stock purchase rights shall be converted at the Effective Date of the Merger into the right to receive ONE fully paid and nonassessable restricted share(s) of FLORIDA common stock, \$.0001 par value, pursuant to the Agreement and Plan of Merger (the "Plan of Merger") between FLORIDA and COLORADO. Each share of common stock of FLORIDA issued and outstanding prior to the Effective Date shall remain outstanding.

H04000032990 3

SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Secretary of the State of Florida and the Articles of Merger is filed with the Secretary of the State of Colorado.

THIRD: The Plan of Merger was adopted by FLORIDA's Board of Directors by Unanimous Written Consent dated January 26, 2004, and by COLORADO's Board of Directors by Unanimous Written Consent dated January 26, 2004. Approval by COLORADO's Shareholders was not required under Colorado law. Approval by FLORIDA's Shareholders was not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act.

Signed this 4th day of February 2004.

INNOVATIVE FOOD HOLDINGS, INC.

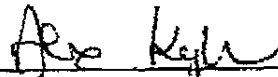
a Florida corporation

By: 

Name: Richard Muller, President

FIBER APPLICATIONS SYSTEMS
TECHNOLOGY, INC.

a Colorado corporation

By: 

Name: Alex Kaplun, President