

P94000051670

CT CORPORATION SYSTEM

CORPORATION(S) NAME

EFFECTIVE DATE

12/30/00

SECRET
TALLAHASSEE FLORIDA

00 DEC 20 PM 4:01

FILED

- | | | |
|--|---|---|
| ☐ Profit | ☐ Amendment | ☐ Merger |
| ☐ Nonprofit | | |
| ☐ Foreign | ☐ Dissolution/Withdrawal | ☐ Mark |
| | ☐ Reinstatement | |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ LLC | ☐ Name Registration | ☐ Change of RA |
| | ☐ Fictitious Name | ☐ UCC |
| ☐ Certified Copy | ☐ Photocopies | ☐ CUS |
| ☐ Call When Ready | ☐ Call If Problem | ☐ After 4:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

DIVISION OF CORPORATION

00 DEC 20 PM 12:11

RECEIVED

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/20/00

Order#: 3481652

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Amount: \$ _____

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

file
second

12/20/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

BOCA FOODS COMPANY, a Florida corporation P94000051670
,

INTO

BOCA HOLDINGS, INC., a Delaware corporation not qualified in Florida.

File date: December 20, 2000, effective December 30, 2000

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/30/00

ARTICLES OF MERGER

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

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Boca Holdings, Inc. Three Lakes Drive Northfield, IL 60093	Delaware

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Boca Foods Company 910 Mayer Avenue Madison, WI 53704	Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

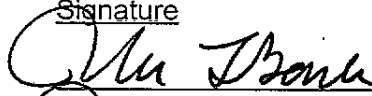
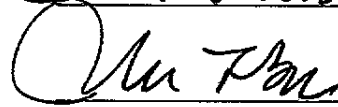
THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on December 30, 2000.

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 13, 2000.

SIXTH: The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 13, 2000.

SEVENTH: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Name & Title</u>	<u>Signature</u>
Baker Armstrong, Inc.	Theodore L. Banks Vice President	
Boca Foods Company	Theodore L. Banks Vice President	

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Boca Holdings, Inc.	Delaware

The name and jurisdiction of each subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Boca Foods Company	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Upon the effective date of the Merger the outstanding shares of Boca Foods Company shall, by virtue of the Merger, automatically be canceled and retired and no payment shall be made with respect thereto and the then outstanding shares of Boca Holdings, Inc. shall remain outstanding and unchanged.

Other provisions relating to the merger are as follows:

The Surviving Corporation shall possess all the rights, privileges, powers and franchises both public and private of Boca Foods Company and shall also succeed to all property (real, personal and mixed) and all debts due on whatever account, including choses in action, and all and every other interest belonging to or due to Boca Foods Company. The Surviving Corporation expressly agrees to assume, perform and be responsible and liable for all debts, liabilities, obligations and duties of Boca Foods Company, with the effect set forth in Section 259 of the Delaware General Corporation Law, as amended ("Delaware Law").

The Restated Certificate of Incorporation of Boca Holdings, Inc., a Delaware corporation, the surviving corporation, shall be the Restated Certificate of Incorporation of the surviving corporation except that Article FIRST is amended to read as follows:

"FIRST: The name of the Corporation is

BOCA FOODS COMPANY