

P95000080818

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CORPORATION(S) NAME

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*****70.00 *****70.00

Fiesta USA, Inc.
merged into:
Fiesta Candy Company, Inc

FILED
 98 OCT -7 PM 2:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Fictitious Name |
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| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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ARTICLES OF MERGER
Merger Sheet

MERGING:

FIESTA U.S.A., INC., a Florida corporation, P95000080818

INTO

FIESTA CANDY COMPANY, INC., a New Hampshire corporation not qualified
in Florida.

File date: October 7, 1998

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
FIESTA USA, INC.
AND
FIESTA CANDY COMPANY, INC.

FILED
98 OCT -7 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following articles of merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Fiesta USA, Inc. with and into Fiesta Candy Company, Inc..

2. The merger of Fiesta USA, Inc. with and into Fiesta Candy Company, Inc. is permitted by the laws of the jurisdiction of organization of Fiesta Candy Company, Inc. and is in compliance with said laws. The date of adoption by written consent of the Plan of Merger by the shareholders of Fiesta Candy Company, Inc. was 9/1, 1998.

3. The shareholders of Fiesta USA, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on 9/1, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing.

Executed on 9/1, 1998.

FIESTA USA, INC.

By: Jose Mayoral
Name of officer: Jose Mayoral, Jr.
Title of officer: President, Secretary &
Treasurer

FIESTA CANDY COMPANY, INC.

By: Jose Mayoral
Name of officer: Jose Mayoral, Jr.
Title of officer: President, Secretary &
Treasurer

PLAN OF MERGER

PLAN OF MERGER adopted by Fiesta USA, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on September 1, 1998, and adopted by Fiesta Candy Company, Inc., a business corporation organized under the laws of the State of New Hampshire, by resolution of its Board of Directors on September 1, 1998. The names of the corporations planning to merge are Fiesta USA, Inc., a business corporation organized under the laws of the State of Florida, and Fiesta Candy Company, Inc., a business corporation organized under the laws of the State of New Hampshire. The name of the surviving corporation into which Fiesta USA, Inc. plans to merge is Fiesta Candy Company, Inc.

1. Fiesta USA, Inc. shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the New Hampshire Business Corporation Act, be merged with and into Fiesta Candy Company, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the New Hampshire Business Corporation Act. The separate existence of Fiesta USA, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of the surviving corporation and said Articles of Incorporation shall continue in full force and effect until and unless amended and changed in the manner prescribed by the provisions of the New Hampshire Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Hampshire Business Corporation Act.

4. The directors and officers of the non-surviving corporation at the effective time and date of the merger shall be the members of the Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger, shall be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each such share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the New Hampshire Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been approved in compliance with the laws of the jurisdictions of organization of the surviving and non-surviving corporation, the non-surviving corporation and the surviving corporation will cause to be executed and filed and/or recorded any documents prescribed by law and will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. Upon the effective date, the merging corporations shall be merged with and into the surviving corporation and the separate existence of each merging corporation shall cease. All rights, privileges, powers, immunities, purposes and franchises, all real property and personal property, tangible and intangible, of every kind and description, and all obligations and liabilities of each merging corporation shall be taken by and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed.

10 The effective time and date in the State of New Hampshire of the merger herein provided for shall be upon filing.