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ARTICLES OF MERGER Merger Sheet

MERGING:

A & J FOODS, INC., an Arkansas corporation, F98000004456

INTO

BIGGERS FOODS, INC. which changed its name to **A & J FOODS, INC.**, a Florida entity, P99000072515.

File date: September 1, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
A & J FOODS, INC.
an Arkansas corporation
AND
BIGGERS FOODS, INC.
a Florida corporation



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.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging A & J Foods, Inc., an Arkansas corporation (the "Foreign Corporation") with and into Biggers Foods, Inc., a Florida corporation (the "Domestic Corporation").

SECOND: Article 1 of the Articles of Incorporation of the Domestic Corporation is amended as follows:

"Article 1:

The name of this corporation is: A & J Foods, Inc."

THIRD: The merger of the Foreign Corporation with and into the Domestic Corporation is permitted by the laws of the jurisdiction of organization of the foreign Corporation and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of the Foreign Corporation was August 13, 1999.

FOURTH: The Domestic Corporation has not issued shares of stock, therefore the directors of the Domestic Corporation entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on Act.

Executed on this 26 day of August, 1999.

A & J FOODS, INC., an Arkansas corporation

By: JOHN H. BILLERS

Title: President

BIGGERS FOODS, INC., a Florida corporation

By: ANN M. Brokeds

Title: DIRECTOR

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER adopted by A & J Foods, Inc., a business organized under the laws of the State of Arkansas ("A & J Foods") by resolution of its Board of Directors on August 13, 1999, and adopted by Biggers Foods, Inc., a business corporation organized under the laws of the State of Florida ("Biggers Foods") by resolution of its Board of Directors on August 13, 1999. The names of the corporations planning to merge are A & J Foods, Inc. a business corporation organized under the laws of the State of Arkansas and Biggers Foods, Inc. a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which A & J Foods plans to merge is A & J Foods, Inc.

- 1. A & J Foods and Biggers Foods shall, pursuant to the provisions of the laws of the State of Arkansas and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to which, Biggers Foods which shall be the surviving corporation at the effective time and date of the merger and which shall continue to exist as said surviving corporation under the name of A & J Foods, Inc. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of A & J Foods shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.
- 2. Article 1 of the surviving corporation's Articles of Incorporation shall be amended to read as follows:

"Article 1

*

The name of this corporation is: A & J Foods, Inc."

- 3. The purposes, the registered agent, the address of the registered office, the number of directors, and the capital stock of the surviving corporation shall be as appears in the Articles of Incorporation of the surviving corporation as amended by this Plan and Agreement of Merger, as on file with the Office of the Secretary of State of the State of Florida on the date of this agreement. From and after the effective date and until further amended, altered, or restated as provided by law, the Articles of Incorporation as amended by this Plan and Agreement of Merger separate and apart from this agreement shall be and may be separately certified as the Articles of Incorporation of the surviving corporation.
- 4. The present bylaws of the surviving corporation will be the bylaws of said 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 Florida Business Corporation Act.
- 5. The directors and officers in office of Biggers Foods at the effective time and date of the merger shall be the members of the first Board of directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the

election and qualification of their respective successors our until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

- 6. Each issued share of A & J Foods immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.
- 7. The merger of A & J Foods with and into Biggers Foods shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of A & J Foods, and the Plan of Merger herein made and approved shall be submitted to the directors of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.
- 8. In the event that the merger of A & J Foods with and into Biggers Foods shall have been duly authorized in compliance with the laws of the jurisdiction of organization of A & J Foods, and in that event that the Plan of Merger shall have been approved by the directors entitled to vote of Biggers Foods in the manner prescribed by the provisions of the Florida Business Corporation Act, A & J Foods and Biggers Foods hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Connecticut and of the State of Florida, and that they will cause to be preformed all necessary acts therein and elsewhere to effectuate the merger.
- 9. The Board of Directors and the proper officers of A & J Foods and Biggers Foods, respectively, 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.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the day and year first above written.

WITNESSES:

A & J FOODS, INC., an Arkansas corporation

rint: JOHN 1-1.

"A & J FOODS"

BIGGERS FOODS, INC., a Florida corporation

By: JOHN H. MAN Print Title: OLDETTOR

As to "Biggers Foods"

"BIGGERS FOODS"