

P96000048232

CT CORPORATION SYSTEM

FILED

CORPORATION(S) NAME

01 DEC 21 PM 3:40

Culinaire Newco, Inc. Merging into: Culinaire of Florida, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0

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

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

21
12/27/01 EFFECTIVE DATE
12-31-01

Attn: Cheryl
Coullette

Merger
12-27-01
MHS

Order#: 5002521

Ref#: _____

Amount: \$ _____

RECEIVED
01 DEC 27 PM 12:27
DIVISION OF CORPORATION

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

JK

700004741297--1
-12/27/01--01045--005
*****70.00 *****70.00

700004741297--1
-12/27/01--01045--006
*****8.75 *****8.75

ARTICLES OF MERGER
Merger Sheet

MERGING:

CULINAIRE NEWCO, INC., a Florida corporation, P01000119082

INTO

CULINAIRE OF FLORIDA, INC., a Florida entity, P96000048232

File date: December 21, 2001, effective December 31, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is Culinaire of Florida, Inc., a corporation organized and incorporated under the laws of the State of Florida.

SECOND: The name and jurisdiction of the merging corporation is Culinaire Newco, Inc., a corporation organized and incorporated under the laws of the State of Florida.

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective as of 12:01 a.m. on December 31, 2001.

FIFTH: The Plan of Merger was adopted by the shareholders of Culinaire of Florida, Inc., the surviving corporation on December 18, 2001.

SIXTH: The Plan of Merger was adopted by the shareholders of Culinaire Newco, Inc., the merging corporation on December 18, 2001.

Dated: December 18, 2001

**CULINAIRE OF FLORIDA, INC.,
a Florida corporation**

EFFECTIVE DATE

12-31-01

By: _____

Richard N. Gussoni
Richard N. Gussoni, President

**CULINAIRE NEWCO, INC.,
a Florida corporation**

By: _____

Richard N. Gussoni
Richard N. Gussoni, President

FILED
01 DEC 21 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

This PLAN OF MERGER is made this 18th day of December, 2001, by and between Culinaire of Florida, Inc., a Florida corporation ("COF"), and Culinaire Newco, Inc., a Florida corporation ("Newco"), as follows:

WHEREAS, the directors of COF and Newco believe that it will be in the best interests of each corporation that Newco be merged with and into COF.

NOW, THEREFORE, in consideration of the mutual undertakings hereinafter set forth, COF and Newco agree as follows:

(a) Newco shall be merged with and into COF, with COF as the surviving corporation, to exist and be governed by the laws of the State of Florida (the "Merger");

(b) The Articles of Incorporation of COF, which will be the surviving entity, as in effect on the date of the Merger provided for in this Plan of Merger, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation;

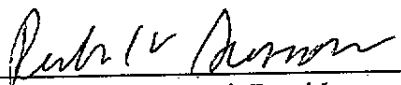
(c) As a result of the Merger, each share of common stock of Newco that is outstanding immediately prior to the Merger will, by virtue of the Merger and without any action by COF or Newco, cease to exist and will be exchanged for an equal number of shares of COF common stock. As a result of the Merger, each share of common stock of COF that is outstanding immediately prior to the Merger will, by virtue of the merger and without any action by COF or Newco, cease to exist and be cancelled and no cash or rights or securities or other property shall be payable in respect thereof;

(d) From and after the date the Merger shall become effective, the separate existence of Newco shall cease, and COF, the surviving corporation, shall succeed, without other transfer, to all the rights, property, contracts, licenses and other assets of every kind and description of Newco and shall be subject to the liabilities of Newco as provided by law. All rights of creditors and all tax liens upon property of each corporation shall be preserved unimpaired by the Merger, limited to the property affected by such liens immediately prior to the Merger; and

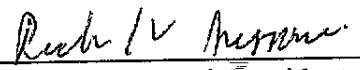
(e) Following the adoption of this Plan of Merger by the Board of Directors of COF and Newco, and the stockholders of COF and Newco, the Merger, transfer of assets from Newco to COF, assumption of obligations of Newco by COF, and the cancellation of Newco's capital stock shall all be effective as of 12:01 a.m. on December 31, 2001.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed as of the date set forth above.

CULINAIRE OF FLORIDA, INC.,
a Florida corporation

By: 
Richard N. Gussoni, President

CULINAIRE NEWCO, INC.,
a Florida corporation

By: 
Richard N. Gussoni, President