

273498

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FEB 04 2016
A RAMSEY

Date: 02/02/2016

Account #: I20000000088

Name: Darian Shump

Reference #: G023303

ENTITY NAME: SUNNY DELIGHT BEVERAGES CO.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

Authorized Amount: 70.00

Signature: 

115 North Calhoun Street, Suite #4, Tallahassee, FL 32301

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E-Mail: info@nationalcorp.com Website: www.nationalcorp.com

ARTICLES OF MERGER

of

SDBC MERGER SUB, INC.,
a Florida corporation

with and into

SUNNY DELIGHT BEVERAGES CO.,
a Florida corporation

February 2, 2016

Pursuant to the Section 607.1105 of the Florida Business Corporation Act (the "Act"), Sunny Delight Beverages Co., a Florida corporation (the "Surviving Corporation"), and SDBC Merger Sub, Inc., a Florida corporation (the "Merging Corporation"), file these Articles of Merger (these "Articles") with the Department of State of the State of Florida (the "Department").

1. Surviving Corporation. The name and jurisdiction of formation of the Surviving Corporation is as follows:

Name	Jurisdiction	Document Number
Sunny Delight Beverages Co.	Florida	273498

2. Merging Corporation. The name and jurisdiction of formation of the Merging Corporation is as follows:

Name	Jurisdiction	Document Number
SDBC Merger Sub, Inc.	Florida	P15000100046

3. Plan of Merger. The Plan of Merger is attached.

4. Effective Date. The Merger shall be effective upon the filing of these Articles with the Department.

5. Approval. The Plan of Merger was approved and adopted by the board of directors and the shareholders of the Merging Corporation on January 13, 2016 and by the board of directors of the Surviving Corporation on December 17, 2015 and the shareholder of the Surviving Corporation on January 13, 2016 in accordance with Section 607.1101 of the Act.

[Signatures appear on following page]

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16 FEB -2 PM 4:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Merger of Sunny Delight Beverages Co.
and SDBC Merger Sub, Inc., have been executed as of February 2, 2016.

MERGING CORPORATION:

SDBC MERGER SUB, INC.,
a Florida corporation

By: 
Name: Ian B. MacTaggart
Title: Vice President and Secretary

SURVIVING CORPORATION:

SUNNY DELIGHT BEVERAGES CO.,
a Florida corporation

By: _____
Name: W.B. Cyr
Title: President and Chief Executive Officer

IN WITNESS WHEREOF, these Articles of Merger of Sunny Delight Beverages Co. and SDBC Merger Sub, Inc., have been executed as of February 2, 2016.

MERGING CORPORATION:

SDBC MERGER SUB, INC.,
a Florida corporation

By: _____
Name: Ian B. MacTaggart
Title: Vice President and Secretary

SURVIVING CORPORATION:

SUNNY DELIGHT BEVERAGES CO.,
a Florida corporation

By:  _____
Name: W.B. Cyr
Title: President and Chief Executive Officer

PLAN OF MERGER

The following plan of merger (this "Plan") is submitted in compliance with Section 607.1101 of the Florida Business Corporation Act (the "Business Corporation Act").

First: The name and jurisdiction of the **surviving** corporation is **SUNNY DELIGHT BEVERAGES CO.**, a Florida corporation (the "Surviving Corporation").

Second: The name and jurisdiction of the **merging** entity is **SDBC MERGER SUB, INC.**, a Florida corporation (the "Merging Company").

Third: The terms and conditions of the merger are as follows:

a. At the Effective Time (as defined herein), the Merging Company shall be merged with and into the Surviving Corporation, whereupon the separate existence of the Merging Company shall cease and the Surviving Corporation shall continue as the surviving corporation.

b. For all purposes herein, from and after the Effective Time, all of the assets, property, rights, privileges, powers and franchises of the Surviving Corporation and the Merging Company shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Surviving Corporation and the Merging Company shall become the debts, liabilities and duties of the Surviving Corporation.

c. The Articles of Incorporation of the Merging Company in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation following the Effective Time until amended in accordance with applicable law.

d. The by-laws of the Merging Company in effect immediately prior to the Effective Time shall be the by-laws of the Surviving Corporation following the Effective Time until further amended in accordance with applicable law.

e. From and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors of the Merging Company at the Effective Time shall be the directors of the Surviving Corporation, and the officers of the Surviving Corporation at the Effective Time shall be the officers of the Surviving Corporation.

f. For all purposes herein, the effective time of the merger (the "Effective Time") shall be upon the filing of the Articles of Merger with the Department of State of the State of Florida.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: (a) each share of common stock of the Surviving Corporation issued and outstanding

immediately prior to the Effective Time shall be cancelled and extinguished and converted into the right to receive cash and other property of the Surviving Corporation and (b) each share of common stock of the Merging Company issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one validly issued, fully paid and nonassessable share of common stock of the Surviving Corporation.