

245341



FILED  
00 JAN 27 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 565462 4303929

AUTHORIZATION :

*Patricia Kizito*

COST LIMIT : \$ 78.75

ORDER DATE : January 26, 2000

ORDER TIME : 10:30 AM

ORDER NO. : 565462-010

300003112943--7

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson  
Greenberg Traurig, P.a.  
1221 Brickell Avenue  
21st Floor  
Miami, FL 33131

ARTICLES OF MERGER

CAFE ESTRELLA INC.

INTO

ROWLAND COFFEE ROASTERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
00 JAN 27 AM 11:26  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

G. COULLETTE JAN 27 2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CAFE ESTRELLA INC., a Florida corporation, F86631

INTO

**ROWLAND COFFEE ROASTERS, INC.,** a Florida entity, 245341

File date: January 27, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER  
OF  
CAFE ESTRELLA INC., A FLORIDA CORPORATION  
INTO  
ROWLAND COFFEE ROASTERS, INC., A FLORIDA CORPORATION**


Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), CAFE ESTRELLA INC., a Florida corporation ("Cafe Estrella") and ROWLAND COFFEE ROASTERS, INC., a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging Cafe Estrella with and into the Survivor.

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

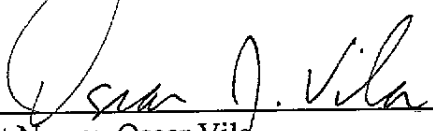
**SECOND:** The Plan of Merger was adopted by the board of directors and shareholders of each of Cafe Estrella and the Survivor by unanimous written consent in accordance with the provisions of Section 607.1103 of the Act as of January 25, 2000.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto as of the 26th day of January, 2000.

**CAFE ESTRELLA INC.**

By:   
Print Name: Jose Alberto Souto  
Title: Vice President

**ROWLAND COFFEE ROASTERS, INC.**

By:   
Print Name: Oscar Vila  
Title: Assistant Secretary

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**00 JAN 27 PM 2:39**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

## AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER**, dated January 25, 2000, between **CAFE ESTRELLA INC.**, a Florida corporation ("Cafe Estrella"), and **ROWLAND COFFEE ROASTERS, INC.**, a Florida corporation ("Rowland Coffee Roasters" or the "Surviving Corporation").

Cafe Estrella has issued and outstanding 100 shares of common stock, par value \$50.00 per share (the "Cafe Estrella Common Stock"), 25 shares of which are owned by Jose E. Souto, 25 shares by Angel L. Souto, 25 shares by Jose Alberto Souto and 25 shares by Jose Angel Souto.

Rowland Coffee Roasters has issued and outstanding 800,000 shares of common stock, par value \$.01 per share (the "Rowland Coffee Roasters Common Stock"), 200,000 shares of which are owned by Jose E. Souto, 200,000 shares by Angel L. Souto, 200,000 shares by Jose Alberto Souto, 100,000 shares by Jose Angel Souto and 100,000 shares of which are owned by Haydee Souto.

Cafe Estrella and Rowland Coffee Roasters desire to effect the statutory merger of Cafe Estrella with and into Rowland Coffee Roasters, with Rowland Coffee Roasters to survive such merger.

1. **Constituent Corporations.** Cafe Estrella and Rowland Coffee Roasters shall be parties to the merger (the "Merger") of Cafe Estrella with and into Rowland Coffee Roasters.

2. **Terms and Conditions of Merger.** Cafe Estrella (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into Rowland Coffee Roasters, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, the Cafe Estrella Common Stock presently issued and outstanding shall be retired. Upon the Effective Date, each certificate representing shares of Rowland Coffee Roasters Common Stock shall for all purposes be deemed to evidence the ownership of the same number of shares of Rowland Coffee Roasters Common Stock as are set forth in such certificate.

4. **Articles of Incorporation.** The Articles of Incorporation of Rowland Coffee Roasters as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or

amended as therein provided and in the manner prescribed by the laws of the State of Florida.

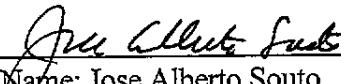
5. **Bylaws.** The Bylaws of the Rowland Coffee Roasters as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of Rowland Coffee Roasters in office on the Effective Date shall continue to be the officers of the Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

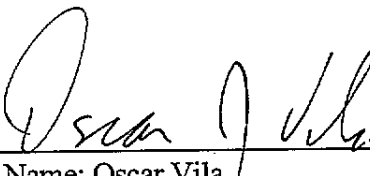
7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of Cafe Estrella and Rowland Coffee Roasters is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

**CAFE ESTRELLA INC.**

By:   
Print Name: Jose Alberto Souto  
Title: Vice President

**ROWLAND COFFEE ROASTERS, INC.**

By:   
Print Name: Oscar Vila  
Title: Assistant Secretary