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MERGER OR SHARE EXCHANGE

Yoo-Hoo Chocolate Beverage Corp.

EFFECTIVE DATE

12-28-03

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ARTICLES OF MERGER (Profit Corporations)

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:

EFFECTIVE DATE
12-28-03

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Yoo-Hoo Chocolate Beverage Corp.</u>	<u>Delaware</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Orangina Beverages Inc.</u>	<u>Florida</u>	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 28 / 03 at 9:00 A.M. Eastern Standard Time
(Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on N/A

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/18/03 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on N/A

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on N/A and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Yoo-Hoo Chocolate Beverage Corp.

J.B.H.

James L. Baldwin - Senior Vice President

PLAN OF MERGER
merging
ORANGINA BEVERAGES INC.
(a Florida corporation)
with and into
YOO-HOO CHOCOLATE BEVERAGE CORP.
(a Delaware corporation)

This PLAN OF MERGER is dated as of December 18, 2003 in respect of the merger of Orangina Beverages Inc., a corporation organized and existing under the laws of Florida (the "Subsidiary"), with and into Yoo-Hoo Chocolate Beverage Corp., a corporation organized and existing under the laws of Delaware (the "Corporation").

WHEREAS, the Corporation owns all of the issued and outstanding shares of stock of the Subsidiary; and

WHEREAS, the Corporation desires that the Subsidiary merge with and into the Corporation (such merger, the "Merger"); and

WHEREAS, the Board of Directors of the Corporation have authorized the consummation of the Merger upon the terms and conditions set forth herein.

NOW, THEREFORE, the Merger shall be effected in substantially the following manner:

1. At the Effective Time (as defined in Section 7 hereof), the Subsidiary shall merge with and into the Corporation, which shall be the surviving corporation (the "Surviving Corporation"). The Surviving Corporation shall continue as a corporation organized and existing under the laws of the State of Delaware and the name of the Surviving Corporation shall be "Yoo-Hoo Chocolate Beverage Corp."

2. Upon the Merger, the corporate existence of the Corporation, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the Surviving Corporation, it shall, from and after the Merger, possess all of the rights, privileges, immunities, powers and purposes of the Subsidiary, and all of the property (real, personal and intangible), causes of action and every other asset of the Subsidiary shall vest in the Surviving Corporation, and the Surviving Corporation shall

assume all of the obligations and liabilities of the Subsidiary, all without further act or deed.

3. The separate corporate existence of the Subsidiary shall cease upon the Merger.

4. Upon the Merger, all shares of stock of the Subsidiary which are issued and outstanding or held as treasury stock immediately prior to the Merger shall be canceled.

5. If applicable, shareholders of the Subsidiary, who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act (the "Florida Act") would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Act may be entitled, if they comply with the provisions of chapter 607 of the Florida Act regarding the rights of dissenting shareholders, to be paid the fair market value of their shares.

6. From and after the Merger, the Certificate of Incorporation and the By-Laws of the Corporation, as in effect immediately prior to the Merger, shall be those of the Surviving Corporation.

7. The members of the Board of Directors and the officers of the Corporation immediately prior to the Merger shall be the members of the Board of Directors and the officers, respectively, of the Surviving Corporation until successors are appointed in accordance with applicable law and the Certificate of Incorporation and the By-Laws of the Surviving Corporation.

8. The effective date and time of the Merger shall be as of December 28, 2003 at 9:00 A.M. Eastern Standard Time (the "Effective Time").


9. The Corporation shall cause to be executed, acknowledged, filed and reported all instruments and documents, and shall caused to be performed all actions necessary or desirable to effectuate the Merger.

10. Anything herein or elsewhere to the contrary notwithstanding, the Merger may be terminated and abandoned by the Board of Directors of the Corporation at any time prior to the Effective Time.

[Signature page follows.]

IN WITNESS WHEREOF, the Corporation has duly executed this Plan of Merger as of the date first written above.

**YOO-HOO CHOCOLATE
BEVERAGE CORP.**

By: 
Name: James L. Baldwin
Title: Senior Vice President