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MERGER OR SHARE EXCHANGE

SUNDOR BRANDS INC.

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Merger -  
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**ARTICLES OF MERGER**  
**OF**  
**SD ACQUISITION COMPANY**  
**WITH AND INTO**  
**SUNDOR BRANDS INC.**

This Articles of Merger is hereby filed with the Florida Secretary of State pursuant to Section 607.1109 of the Florida Business Corporation Act.

1. Constituent Corporations. The name and state of incorporation of each of the constituent corporations is set forth below:

<u>Name</u>	<u>State of Incorporation</u>
Sundor Brands Inc.	Florida
SD Acquisition Company	Delaware

2. Agreement and Plan of Merger. The Agreement and Plan of Merger is attached hereto as Exhibit I.

3. Name of Surviving Corporation. The corporation surviving the merger is Sundor Brands Inc., a Florida corporation.

4. Approval of Agreement and Plan of Merger. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the shareholders and Board of Directors of each of the constituent corporations in accordance with Section 607.1103 Florida Business Corporation Act.

5. Effective Date. That this Articles of Merger shall be effective upon filing with the Florida Secretary of State.

6. No Conflict. The merger is permitted under laws of the State of Florida and is not prohibited by any shareholders' agreement of the merging or surviving corporations or their respective Articles of Incorporation.


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CT CORPORATION


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Dated: August 1, 2004

SUNDOR BRANDS INC.

  
By: Jeffrey Teschke  
Its: Vice President and Secretary

SD ACQUISITION COMPANY

  
By: Jeffrey Teschke  
Its: Vice President and Secretary

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CT CORPORATION

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EXHIBIT I  
AGREEMENT AND PLAN  
OF  
MERGER

**AGREEMENT AND PLAN OF MERGER OF  
SD ACQUISITION COMPANY,  
A Delaware Corporation  
AND SUNDOR BRANDS INC.  
A Florida Corporation**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of August 4, 2004, by and among SD Acquisition Company, a Delaware corporation ("Acquisition"), and Sundor Brands Inc., a Florida corporation ("Sundor"), and submitted in accordance with Section 607.1101, Florida Statutes (2004) and in accordance with the laws of any applicable jurisdiction of incorporation.

**ARTICLE I  
THE MERGER**

**Section 1.1 Description of the Merger**

As of the Effective Time (as hereinafter defined), Acquisition shall merge with and into Sundor (the "Merger") and Sundor shall continue as the Surviving Corporation subject to the laws of the State of Florida. The Merger shall be pursuant to and shall have the effect provided for in the Florida Business Corporation Act (the "Act") and the applicable laws of the Delaware as they apply.

**Section 1.2 Terms and Conditions**

The Surviving Corporation hereby agrees that it may be served with process in Florida in any proceeding for the enforcement of any obligation of Acquisition, Sundor or of the Surviving Corporation for which it is previously amenable to suit in the State of Florida, hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceeding, and hereby designates the following address within Florida to which said Secretary of State shall mail a copy of the process in such proceeding: Sundor Brands Inc. c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

**ARTICLE II  
CERTIFICATE OF INCORPORATION, BY-LAWS AND DIRECTORS AND OFFICERS**

**Section 2.1 Articles of Incorporation**

The Articles of Incorporation of Sundor shall be the Articles of Incorporation of the Surviving Corporation.

**Section 2.2 By-Laws**

The By-Laws of Sundor shall be the By-Laws of the Surviving Corporation.

**Section 2.3 Directors and Officers**

The directors of Acquisition shall be the directors of the Surviving Corporation as of the Effective Time. The officers of Acquisition shall be the officers of the Surviving Corporation as of the Effective Time.

**ARTICLE III  
MANNER AND BASIS OF CONVERTING SHARES**

At the Effective Date, pursuant to this Agreement and Plan of Merger and without any action on the part of the holder thereof:

(a) each share of common stock of Acquisition issued and outstanding immediately prior to the Effective Time shall be converted into one share of common stock of the Surviving Corporation;

(b) each share of capital stock of Sundor issued and outstanding immediately prior to the Effective Date shall be cancelled and retired.

**ARTICLE IV  
MISCELLANEOUS**

**Section 4.1 Effective Time**

The Merger shall become effective when the properly executed articles of merger are filed with the Secretary of State of the State of Delaware and Secretary of State of the State of Florida as required under Delaware and Florida law (the "Effective Time").

**Section 4.2 Further Assurances**

If, at any time after the Effective Date, the Surviving Corporation or its successors or assigns determine that any documentation, action or things are necessary or desirable to carry out the purposes of this Agreement and Plan of Merger or to vest the Surviving Corporation with all right, title and interest in, to and under all of the assets, properties, rights, claims, privileges, immunities, powers, franchises and authority of Sundor or Acquisition, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of Acquisition or Sundor or otherwise, all such documentation, and to take and do, in the name and on behalf of Acquisition or Sundor or otherwise, all such other actions and things.

**Section 4.3 Governing Law**

This Agreement and Plan of Merger shall be governed by and interpreted in accordance with the laws of the State of Florida and the applicable laws of Delaware as they apply to Acquisition.

**Section 4.4 Amendment**

This Agreement and Plan of Merger may be amended, modified or supplemented by the Boards of Directors of Acquisition or Sundor at any time prior to the filing of the Certificate of Merger in Florida in accordance with applicable law.

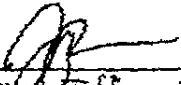
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IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be executed by their respective duly authorized officers all as of the date first written above.

SD ACQUISITION COMPANY

By:   
Name: Jeffrey Tashler  
Title: Vice President - Secretary

SUNDOR BRANDS INC

By:   
Name: Jeffrey Tashler  
Title: Vice President - Secretary