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CORPORATION(S) NAME

*Merger*

*Smith's Bakery, Inc. ~~inc~~ Smith's Bakery, Inc.*

- Profit
- NonProfit
- Foreign
- Limited Partnership
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DIVISION OF CORPORATION

312210

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

SMITH'S BAKERY, a Mississippi corporation not authorized to transact business  
in Florida

INTO

**SMITH'S BAKERY, INC.**, a Florida corporation, 312210

File date: January 16, 1998

Corporate Specialist: Annette Hogan

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FILED  
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
MERGING  
SMITH'S BAKERY  
(a Mississippi corporation)  
INTO  
SMITH'S BAKERY, INC.  
(a Florida corporation)

Under Section 607.1107 of the Florida  
Business Corporation Act

Pursuant to and in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 79-4-11.07 of the Mississippi Business Corporation Act, the undersigned corporation, Smith's Bakery, Inc., a Florida corporation (the "Parent"), owning all of the outstanding shares of each class and series of Smith's Bakery, a Mississippi corporation (the "Subsidiary"), hereby approves the following Articles of Merger:

FIRST: The names of the corporations participating in the merger and the States under the laws of which they are respectively organized is as follows:

<u>Name of Corporation</u>	<u>State</u>
Smith's Bakery, Inc.	Florida
Smith's Bakery	Mississippi

SECOND: The merger shall become effective at 5:00 p.m. on January 16, 1998.

THIRD: The laws of the State under which the foreign corporation is incorporated permit such merger.

FOURTH: Shareholder approval of the plan of merger was not required.

FIFTH: The following plan of merger was approved as of the date hereof, pursuant to and in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 79-4-11.07 of the Mississippi Business Corporation Act, by a resolution adopted by the affirmative vote of all of the directors of the Parent:

PLAN OF MERGER

(1) Upon the merger of Smith's Bakery, a Mississippi corporation (the "Subsidiary"), with and into Smith's Bakery, Inc., a Florida corporation (the "Parent"), becoming effective:

- (a) the name of the surviving corporation shall be Smith's Bakery, Inc., and such corporation shall be governed by the laws of the State of Florida;
- (b) the Subsidiary shall be merged with and into the Parent (hereinafter sometimes referred to as the "Surviving Corporation"), the separate existence of the Subsidiary shall cease, and the Parent shall possess all the rights, privileges, powers and franchises of the Subsidiary, of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Subsidiary;
- (c) all property of the Subsidiary, real, personal and mixed, all debts due to the Subsidiary on whatever account, and all other things in action or belonging to the Subsidiary shall be vested in the Parent;
- (d) the title to any real estate vested by deed or otherwise in the Subsidiary shall not

revert or be in any way impaired, but all rights of creditors therein and all liens thereon shall be preserved unimpaired;

- (e) all debts, liabilities and duties of the Subsidiary shall attach to the Parent and may be enforced against the Parent to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Parent;
- (f) any claim existing or action or proceeding pending by or against the Subsidiary may be prosecuted as if the merger had not taken place, or the Parent may be proceeded against or substituted in place of the Subsidiary;
- (g) the Certificate of Incorporation and By-Laws of the Parent as in effect immediately prior to the merger becoming effective shall continue in full force and effect as the Certificate of Incorporation and By-Laws of the Surviving Corporation; and
- (h) the officers and directors of the Parent shall be and remain the officers and directors of the Surviving Corporation.

(2) All of the outstanding shares of the Subsidiary, all of which are owned by the Parent, shall be canceled and returned and shall cease to exist, without any conversion thereof into shares of the Parent.

(3) In accordance with Section 79-4-15.01, et seq., of the Mississippi Business Corporation Act, the Surviving Corporation has filed an application for Certificate of Authority to transact business in the State of Mississippi.

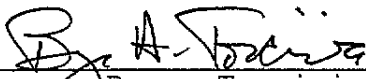
SIXTH: The mailing of a copy of the plan of merger to the sole shareholder of the Subsidiary was unnecessary since that sole shareholder is the Parent of the Subsidiary.

SEVENTH: The provisions of Section 607.1320 of the Florida Business Corporation Act are inapplicable as there are no dissenting shareholders.

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Merger.

Dated: January 16, 1998

SMITH'S BAKERY, INC.

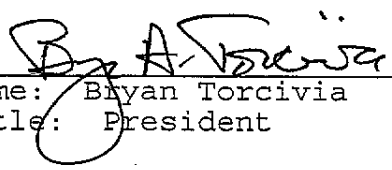
By:   
Name: Bryan Torcivia  
Title: President

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Merger.

Dated: January 16, 1998

SMITH'S BAKERY

By:

  
Name: Bryan Torcivia  
Title: President