

348748

CT CORPORATION SYSTEM

CORPORATION(S) NAME

TRIANGLE Seaboard, Inc.

Merging INTO:

Senoran Management Corp.

12/25/00

Merger

888883585590--4  
-12/19/00--01046--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED  
00 DEC 19 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name  
Availability \_\_\_\_\_  
Document  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/19/00

Order#: 3464812

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

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TALLAHASSEE, FLORIDA

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

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2000 DEC 19 PM 11:28

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TO THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A CCH LEGAL INFORMATION SERVICES COMPANY

RR  
12/19/00

8

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TRIANGLE SEAFOOD, INC., a Florida corporation 447239

INTO

**SEMORAN MANAGEMENT CORPORATION**, a Florida entity, 348748.

File date: December 19, 2000 , effective December 25, 2000

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 19, 2000

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: SEMORAN MANAGEMENT CORPORATION  
Ref. Number: 348748

We have received your document for SEMORAN MANAGEMENT CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

*ATP* Annette Ramsey  
Corporate Specialist

Letter Number: 800A00063754

*Back Date  
THANK YOU*

RECEIVED  
00 DEC 21 AM 11:21  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12/25/00  
STATE OF FLORIDA

ARTICLES OF MERGER  
OF  
TRIANGLE SEAFOOD, INC. (a Florida corporation)  
(SUBSIDIARY)  
INTO  
SEMORAN MANAGEMENT CORPORATION (a Florida corporation)  
(PARENT)

FILED  
00 DEC 19 PM 1:06  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger (the "Articles"):

**FIRST:** SEMORAN MANAGEMENT CORPORATION is a corporation organized under the laws of the State of Florida owning 100% of the issued and outstanding shares of TRIANGLE SEAFOOD, INC., organized under the laws of the State of Florida (the Non-Survivor).

**SECOND:** The following plan of merger was adopted on December 6, 2000 by Written Consent of the Board of Directors of SEMORAN MANAGEMENT CORPORATION and TRIANGLE SEAFOOD, INC. Shareholder approval is not required for either corporation party to this merger.

The plan of merger is as follows:

(1) The Non-Survivor, shall merge into SEMORAN MANAGEMENT CORPORATION, a Florida corporation (the "Merger"), which is hereinafter designated as the surviving corporation of the merger ("SEMORAN" or the "Surviving Corporation"); and

(2) Terms of the Merger: The Merger shall become effective for share exchange purposes as of the close of business on December 25, 2000 (the "Effective Time of Merger"). At the Effective Time of Merger (i) the separate existence of the Non-Survivor shall cease and the Non-Survivor shall be merged with and into SEMORAN, with SEMORAN continuing in existence as the surviving corporation, and (ii) SEMORAN shall succeed to all rights and privileges and assume all liabilities and obligations of the Non-Survivor effective on and after December 25, 2000.

(3) Taking of Necessary Action. SEMORAN and the Non-Survivor, respectively, shall take all action as may be necessary or appropriate in order to effectuate the transactions contemplated by this Agreement. In case, at any time and from time to time after the Effective Time of the Merger, any further action is necessary or desirable to carry out the purposes of these Articles and to vest the Surviving Corporation effective on and after December 25, 2000 with full title to all properties, assets, rights, approvals, immunities and franchises of the Non-Survivor, the persons serving as officers and directors of the Non-Survivor prior to the Effective Time of the Merger, at the expense of the Surviving Corporation, shall be authorized to take any and all such actions on behalf of the Non-Survivor deemed necessary or desirable by Surviving Corporation.

(4) Effect on Capital Stock. (a) On the Effective Time of the Merger, each issued and outstanding share of capital stock of SEMORAN shall remain outstanding and shall represent one issued and outstanding share of the Surviving Corporation and all of the issued and outstanding shares of the capital stock

therefor.

(b) There are no rights to acquire shares, obligations, or other securities of the Surviving Corporation or The Non-Survivor, in whole or in part, for cash or other property.

(5) No Amendment to Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of SEMORAN, filed with the Florida Secretary of State, shall be the Articles of Incorporation of the Surviving Corporation. No changes or amendments shall be made to the Articles of Incorporation because of the Merger.

(6) General Provisions.

(a) By-laws of Surviving Corporation. The By-laws of SEMORAN shall be the By-laws of the Surviving Corporation. No changes or amendments shall be made to the By-laws because of the Merger.

(b) Directors and Officers. The directors and officers of SEMORAN shall be the directors and officers of the Surviving Corporation and shall serve until their successors are duly elected and qualified.

SECOND: The effective date of the Merger is the 25<sup>th</sup> day of December, 2000.

Signed this 6th day of December, 2000.

SEMORAN MANAGEMENT Corporation

By: 

John J. Murphy, President

TRIANGLE SEAFOOD, INC.

By: 

John J. Murphy, President