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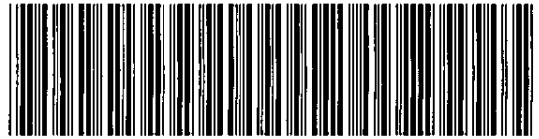
(Business Entity Name)

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11/30/07
Merger

11/29/07--01016--025 **70.00

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07 NOV 29 AM 11:29
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

King Neptune Fish + Poultry
Market, Inc.

Signature

Requested by:

WL 11/29 11:00

Name

Date

Time

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

11/30/07

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ARTICLES OF MERGER OF JIM'S FOODS, INC.
WITH AND INTO KING NEPTUNE FISH & POULTRY MARKET, INC.

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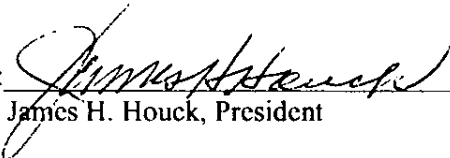
Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. JIM'S FOODS, INC. shall merge with and into KING NEPTUNE FISH & POULTRY MARKET, INC. which shall be the surviving corporation. These two corporations are the only parties to the merger.
2. A Plan of Merger, attached hereto as Exhibit "A", was adopted by the Board of Directors and shareholders of both corporations in the manner prescribed by the Florida Business Corporation Act on November 28, 2007.
3. The Plan of Merger was approved by all of the shareholders entitled to vote on the Plan.
4. The effective date of the merger as provided in paragraph 6 of the Plan of Merger is the close of business on November 30, 2007.
5. The manner in which the exchange, classification and cancellation of the issued and outstanding shares of both of said corporations shall be effected is set forth in paragraph 5 of the Plan of Merger.

IN WITNESS WHEREOF, KING NEPTUNE FISH & POULTRY MARKET, INC. and JIM'S FOODS, INC. have caused these Articles of Merger to be executed in their corporate names by their respective officers on the 28th day of NOVEMBER, 2007.

JIM'S FOODS, INC.

By: 
James H. Houck, President

KING NEPTUNE FISH & POULTRY
MARKET, INC.

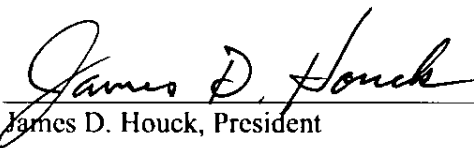
By: 
James D. Houck, President

EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER is dated this 28th day of November, 2007, between Jim's Foods, Inc., a Florida corporation (hereafter sometimes called the "Absorbed Corporation") and King Neptune Fish & Poultry Market, Inc., a Florida corporation (hereafter sometimes called the "Surviving Corporation").

RECITALS:

A. Jim's Foods, Inc. ("Jim's Foods") is a corporation organized and existing under the laws of the State of Florida with its principal office at 1110 North Highway 41, Inverness, FL 34450.

B. The authorized capital stock of Jim's Foods is 500 shares of common stock having a par value of \$5.00 per share of which 500 shares are issued and outstanding.

C. King Neptune Fish & Poultry Market, Inc. ("King Neptune") is a corporation organized and existing under the laws of the State of Florida with its principal office at 109 West Vermont Ave., Deland, FL 32720.

D. The authorized capital stock of King Neptune is 6,000 shares of common stock having a par value of \$1.00 per share of which 1,862 shares are issued and outstanding.

E. The Board of Directors of Jim's Foods and King Neptune deem it desirable and in the best interests of both Corporations and its stockholders that Jim's Foods be merged with and into King Neptune pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

In consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. Merger. Jim's Foods, Inc. shall merge with and into King Neptune Fish & Poultry Market, Inc., which shall be the Surviving Corporation.

2. Terms and Conditions. From the effective date of the merger, the separate existence of the Absorbed Corporation shall cease and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises and all the property, real, personal and mixed of the Absorbed Corporation without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation and neither rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. Articles of Incorporation and Bylaws of the Surviving Corporation. The Bylaws of King Neptune Fish & Poultry Market, Inc. shall continue as the Bylaws of the Surviving Corporation, and the Articles of Incorporation of King Neptune Fish & Poultry Market, Inc. shall continue as the Articles of Incorporation of the Surviving Corporation.

4. Shares of Stock. The manner and basis of converting the shares of the constituent corporations in the merger shall be as follows: Bette C. Houck, owner of all of the issued and outstanding shares of stock of Jim's Foods shall surrender all of her shares in Jim's Foods and shall be issued 428 additional shares of the Surviving Corporation. After the merger there shall be issued and outstanding 2,290 shares of \$1.00 par value common stock of the Surviving Corporation.

6. Effective Date of Merger. This merger shall be effective as of the close of business on November 30, 2007.

IN WITNESS WHEREOF, Jim's Foods, Inc. and King Neptune Fish & Poultry Market, Inc. have caused this Plan of Merger to be executed in their corporate names by their respective officers on the date first above written.

Jim's Foods, Inc.

By: 

James H. Houck, President

King Neptune Fish & Poultry Market, Inc.

By: 

James D. Houck, President