

358558

ARTICLES OF MERGER
Merger Sheet

MERGING:

CENTRAL WHOLESALE DISTRIBUTORS, INC., a Florida corporation, G31604

INTO

SUTTON DISTRIBUTING COMPANY, INC., a Florida corporation, 358558

File date: July 10, 1997

Corporate Specialist: Darlene Connell

07/10/97 18:37

813 229-3321

ANNIS MITCHELL

002/010

7/10/97

358558

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CONTACT: KIT RUSSELL
PHONE: (813) 229-3321

ACCT#: 075410003506

FAX #: (813) 223-9067

NAME: SUTTON DISTRIBUTING COMPANY INC

AUDIT NUMBER.....H97000011300

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CONTACT: KIT RUSSELL
PHONE: (813)229-3321

ACCT#: 075410003506

FAX #: (813)223-9067

NAME: SUTTON DISTRIBUTING COMPANY INC

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ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN, P.A.
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Post Office Box 3433
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ARTICLES OF MERGER
OF
CENTRAL WHOLESALE DISTRIBUTORS, INC.
INTO
SUTTON DISTRIBUTING COMPANY, INC.

Under Section 607.1105 of
Florida Statutes

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Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are CENTRAL WHOLESALE DISTRIBUTORS, INC., a Florida corporation, and SUTTON DISTRIBUTING COMPANY, INC., a Florida corporation. The surviving corporation is SUTTON DISTRIBUTING COMPANY, INC., and is to be governed by the laws of the State of Florida.

SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The Agreement and Plan of Merger was duly adopted by all of the stockholders of CENTRAL WHOLESALE DISTRIBUTORS, INC., as of the 10th day of July, 1997, and was duly adopted by all of the stockholders of SUTTON DISTRIBUTING COMPANY, INC. as of the 9th day of July, 1997.

D. Lockwood Gray, Esq. FBN 097330
P.O. Box 3433, Tampa, FL 33601
(813) 229-3321

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FOURTH: The Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida in accordance with the Florida Business Corporation Act.

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers this 10th day of July, 1997.

CENTRAL WHOLESALE DISTRIBUTORS,
INC., a Florida corporation

By:

Paul M. Messina
Paul M. Messina, President

SUTTON DISTRIBUTING COMPANY, INC., a
Florida corporation

By:

William F. Sutton, Jr.
William F. Sutton, Jr., President

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EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated this 10th day of July, 1997 is made and entered into by and between CENTRAL WHOLESALE DISTRIBUTORS, INC., a Florida corporation ("CENTRAL") and SUTTON DISTRIBUTING COMPANY, INC., a Florida corporation (the "SURVIVING CORPORATION"). CENTRAL and SURVIVING CORPORATION being sometimes referred to herein as the "Constituent Corporations."

W I T N E S S E T H:

WHEREAS, CENTRAL is a corporation duly organized under the laws of the State of Florida, having an authorized capital stock of 1,000 shares of Common Stock, of which as of the date hereof 1,000 shares of Common Stock are validly issued and outstanding.

WHEREAS, the SURVIVING CORPORATION is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 1,000 shares of Common Stock, of which as of the date hereof 100 shares were validly issued and outstanding.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its shareholders that CENTRAL be merged into the SURVIVING CORPORATION which shall be the surviving corporation and that the name of the surviving corporation will be "SUTTON DISTRIBUTING COMPANY, INC."

WHEREAS, the Shareholders of CENTRAL will receive in exchange for their stock in CENTRAL, shares of common stock in the SURVIVING CORPORATION to reflect their ownership interest, as fully described in Article V hereinafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that CENTRAL shall be merged with and into the SURVIVING CORPORATION in accordance with applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger:

ARTICLE I

The Constituent Corporations

The names of the Constituent Corporations to the merger are CENTRAL WHOLESALE DISTRIBUTORS, INC. (Florida Charter No. G31604) and SUTTON DISTRIBUTING COMPANY, INC. (Florida Charter No. 358558).

ARTICLE II

The Merger

On the Effective Date, as hereinafter defined, CENTRAL shall be merged with and into the SURVIVING CORPORATION (the "Merger"), upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Florida Statutes Chapter 607 (the "Florida Law").

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ARTICLE III
Effect of Merger

From and after the filing of the Articles of Merger in accordance with Article VIII hereof, the Constituent Corporations shall be a single corporation, which shall be the SURVIVING CORPORATION. From and after such filing, the separate existence of CENTRAL shall cease, while the corporate existence of the SURVIVING CORPORATION shall continue unaffected and unimpaired. The SURVIVING CORPORATION shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Law. The SURVIVING CORPORATION shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Corporations. All property, real, personal and mixed, and all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the SURVIVING CORPORATION without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such Merger. The SURVIVING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such Merger had not taken place, or the SURVIVING CORPORATION may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such Merger.

ARTICLE IV
Articles of Incorporation and Bylaws; Officers and Directors

The Articles of Incorporation and Bylaws of the SURVIVING CORPORATION as in effect on the Effective Date (as defined in Article IX hereof) shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

Persons who shall serve as the Directors of the SURVIVING CORPORATION shall be:

<u>Name</u>	<u>Address</u>
Helen C. Sutton	Sutton Distributing Company, Inc. 5301 East Diana Avenue Tampa, Florida 33610
William F. Sutton, Jr.	Sutton Distributing Company, Inc. 5301 East Diana Avenue Tampa, Florida 33610

Paul M. Messina

3310 Columbus Drive East
Tampa, Florida 33605

Persons who shall serve as officers of the SURVIVING CORPORATION, and the offices in which they shall serve shall be as follows:

<u>Name</u>	<u>Office</u>
William F. Sutton, Sr.	Chief Executive Officer/President
Paul M. Messina	Executive V.P. - Sales & Operations
William F. Sutton, Jr.	Executive V.P. - Finance & Administration
Helen C. Sutton	Secretary/Treasurer

ARTICLE V

Treatment of Shares of Constituent Corporations

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Plan of Merger:

(a) Each share of the Common Stock of the SURVIVING CORPORATION outstanding immediately prior to the Effective Date of the Merger, shall without any action on the part of the holder thereof, cease to exist, be canceled, and be converted into a right to receive new shares of the authorized Common Stock of the SURVIVING CORPORATION and the SURVIVING CORPORATION shall issue to the Shareholders of SURVIVING CORPORATION, in exchange for each one (1) share, and fraction thereof, of Common Stock of SURVIVING CORPORATION outstanding prior to the Merger, one and 4/10ths (1.4) shares of the authorized Common Stock of the SURVIVING CORPORATION, in order that the Shareholders of the SURVIVING CORPORATION will receive, in the aggregate, one hundred forty (140) shares of the authorized Common Stock of the SURVIVING CORPORATION as a result of the Merger.

(b) Each share of the Common Stock of CENTRAL issued and outstanding immediately prior to the Effective Date of the Merger, shall by virtue of the Merger and without any action on the part of the holder thereof, cease to exist, be canceled, and be converted into a right to receive shares of the authorized Common Stock of the SURVIVING CORPORATION and the SURVIVING CORPORATION shall issue to the Shareholder of CENTRAL, in exchange for the one thousand (1,000) outstanding shares of Common Stock of CENTRAL, sixty (60) shares of the authorized Common Stock of the SURVIVING CORPORATION.

ARTICLE VI

Surrender of Certificates

Each record holder of an outstanding certificate or certificates which represent shares of CENTRAL or the SURVIVING CORPORATION Common Stock immediately prior to the Merger shall surrender such certificate or certificates as a condition to

receiving Common Stock in the SURVIVING CORPORATION pursuant to this Agreement and Plan of Merger.

ARTICLE VII
Further Assurance

If at any time after the Effective Date the SURVIVING CORPORATION shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the SURVIVING CORPORATION, according to the terms hereof, the title to any property or rights of the Constituent Corporation, the last acting officers and directors of the Constituent Corporation, as the case may be, or the corresponding officers or directors of the SURVIVING CORPORATION shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the SURVIVING CORPORATION, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

ARTICLE VIII
Approval by Shareholders

This Plan of Merger shall be approved by the respective Board of Directors of each Constituent Corporation and submitted to the respective Shareholders of each Constituent Corporation for approval as provided by the Florida Law on or before the 10th day of July, 1997. If duly adopted by the requisite vote of such Shareholders, Articles of Merger meeting the requirements of the Florida Law shall be filed immediately in the appropriate office in Florida.

ARTICLE IX
Effective Date

The merger of CENTRAL into the SURVIVING CORPORATION shall become effective upon the filing of the Articles of Merger in accordance with the Florida Law. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE X
Covenants of CENTRAL

CENTRAL covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE XI
Covenants of the SURVIVING CORPORATION

The SURVIVING CORPORATION covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

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XII
Termination

Notwithstanding anything contained herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE XIII
Counterparts

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

CENTRAL WHOLESALE DISTRIBUTORS,
INC., a Florida corporation

By: Paul M. Messina
Paul M. Messina, President

"CENTRAL"

SUTTON DISTRIBUTING COMPANY, INC., a
Florida corporation

By: William E. Sutton, Jr.
William E. Sutton, Jr., President

"SURVIVING CORPORATION"

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