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481938

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Pacheco Provision Co. of Florida, Inc.  
merger, into:  
Pacheco Provision Co. of Puerto Rico, Inc.

FILED  
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TALLAHASSEE, FLORIDA  
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| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger      |
| <input type="checkbox"/> NonProfit             |   |   |
| <input type="checkbox"/> Limited Liability Co. |   |   |
| <input type="checkbox"/> Foreign               | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                   |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                  |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.         |
|  |   | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <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     |
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12-30-97

Merger  
12/2/98

481938

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PACKERS PROVISION CO. OF FLORIDA, INC., a Florida corporation,  
document number 481938

INTO

**PACKERS PROVISION CO. OF PUERTO RICO, INC.,** a Puerto Rico  
corporation not qualified in Florida.

File date: December 31, 1997

Corporate Specialist: Karen Gibson

FILED  
97 DEC 31 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
PACKERS PROVISION CO. OF FLORIDA, INC.  
INTO

PACKERS PROVISION CO. OF PUERTO RICO, INC.

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of merger:

FIRST: Packers Provision Co. of Puerto Rico, Inc. is a corporation organized under the laws of the Commonwealth of Puerto Rico owning all of the issued and outstanding shares of Packers Provision Co. of Florida, Inc., a corporation organized under the law of the State of Florida.

SECOND: The following plan of merger was adopted by the board of directors of Packers Provision Co. of Puerto Rico, Inc.

"PLAN OF MERGER

Packers Provision Co. of Florida, Inc. is a corporation organized and existing under the laws of the State of Florida ("Packers Florida").

Packers Provision Co. of Puerto Rico, Inc. is a corporation organized and existing under the laws of the Commonwealth of Puerto Rico, ("Packers Puerto Rico").

WHEREAS, the sole stockholder of record of Packers Florida is Packers Puerto Rico, which holds all of the issued and outstanding shares of common stock of Packers Florida.

WHEREAS, Packers Florida and Packers Puerto Rico and the Board of Directors and the stockholders of each of them deem it advisable and to the best interests and welfare of the corporations and their

stockholders that Packers Florida be merged into Packers Puerto Rico under and pursuant to the provisions of Section 607.1107 F.S. of the Florida Business Corporation Act.

WHEREAS, each of the corporations desires that they so merge under and pursuant to said provisions of said law and in exercise of the powers conferred upon them by their respective Certificates of Incorporation.

NOW THEREFORE, in consideration of the premises and of the mutual agreements and provisions herein contained and for the purpose of prescribing the terms and conditions of such merger, the mode of carrying the same into effect and such other details and provisions as are deemed necessary, the parties hereto agree as follows:

1. Date of Merger.

Effective the 31st day of December, 1997 (hereinafter the "Date of Merger"), Packers Florida shall be merged with and into Packers Puerto Rico under and pursuant to the provisions of Section 607.1107 F.S. of the Florida Business Corporation Act, Packers Puerto Rico being the "Surviving Corporation".

2. Surviving Corporation.

- a) Certificate of Incorporation. The Certificate of Incorporation of Packers Puerto Rico in existence as of the Date of Merger shall be the Certificate of Incorporation of the Surviving Corporation; therefore, the Surviving Corporation shall have the same purposes, powers, objectives, incorporators,

resident agent and principal office as Packers Puerto Rico.

- b) Name and Existence. The name of the Surviving Corporation shall be the name of Packers Puerto Rico as of the Date of Merger. The Surviving Corporation shall continue being operated for pecuniary profit and shall continue to have perpetual existence.
- c) Corporate By-Laws. The By-Laws of Packers Puerto Rico as of the Date of Merger shall be the By-Laws of the Surviving Corporation.
- d) Directors and Officers. The directors and officers of Packers Puerto Rico as of the Date of Merger shall be the directors and officers of the Surviving Corporation, who shall continue holding their offices for the remaining of their terms and until their respective successors shall be elected and named.
- e) Authorized Common Stock. The Surviving Corporation shall be authorized to issue the same number and classes of shares of common stock as Packers Puerto Rico.
- f) Reserved Rights. The Surviving Corporation reserves the right to amend, alter, change or repeal any and all provisions contained in its Certificate of Incorporation or its By-Laws, in any manner now or hereafter prescribed.

3. Terms and Conditions of the Merger.

- a) Common Stock of the Surviving Corporation. The issued and outstanding shares of common stock of Packers Florida as of the Date of Merger shall be surrendered and cancelled.
- b) Existence of Packers Florida. Packers Florida shall cease to exist as a separate legal entity on the Date of Merger.
- c) Effect of the Merger. Packers Puerto Rico as Surviving Corporation shall, without the necessity for the execution of any deed or any instrument of transfer, succeed to and possess all rights, privileges, faculties, powers and franchises of Packers Florida, whether of a public or a private nature, and shall be subject to all the restrictions, disabilities and duties of Packers Florida; and without exception, any and all of the rights, privileges, faculties, powers and franchises of Packers Florida, and all property, movable and immovable, and all credits of Packers Florida on whatever account, in respect of stock subscriptions, as well as for other rights or property claimable or belonging to Packers Florida shall become the rights, privileges, faculties, powers, franchises, property and credits of Packers Puerto Rico. All of the property, rights, privileges, powers, faculties and franchises, and, without exception, all other interests of Packers Florida shall consequently be transferred to the patrimony of Packers Puerto Rico as they were of

Packers Florida. The title to any real property acquired by virtue of a deed or otherwise under the laws of the State of Florida by Packers Florida shall not revert or be impaired in any way; provided, however, that all rights of creditors and all liens upon any property of Packers Florida or Packers Puerto Rico shall subsist without being impaired, and all the debts, obligations and duties of Packers Florida or Packers Puerto Rico shall become debts, obligations and duties of the Surviving Corporation and may be enforced against it to the same extent as if said debts, obligations and duties have been incurred or contracted by it.

- e) Subsequent Actions. The appropriate officers and directors of the Surviving Corporation and of Packers Florida are hereby duly authorized to subscribe and execute any deed or other instrument or to take any other action which the Surviving Corporation considers necessary or desirable in order to obtain title to and possession of any property or assets of Packers Florida and to achieve the intent and purpose of this Merger Agreement.
- f) Counterparts. This Plan of Merger may be executed in counterparts and each of said counterparts will constitute an original."

THIRD: The issued and outstanding shares of common stock of Packers Florida as of the Date of Merger shall be surrendered and cancelled.

FOURTH: Shareholders of Packers Florida who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders to be paid the fair value of their shares.

FIFTH: A copy of the plan of merger was not mailed by Packers Puerto Rico to each shareholder of Packers Florida, being Packers Puerto Rico the sole shareholder of Packers Florida.

SIXTH: The effective date of the merger is December 31, 1997.

Signed this 30th day of December, 1997.

PACKERS PROVISION CO.  
OF PUERTO RICO, INC.

By: Guillermo García Lamadrid  
Name : Guillermo García Lamadrid  
Title : President

PACKERS PROVISION CO. OF  
FLORIDA, INC.

By: Guillermo García Lamadrid  
Name : Guillermo García Lamadrid  
Title : President