

492179

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Corporation(s) Name

Mitchell Citrus Products, Inc.
Merging into: Packaged Food & Beverage Co. Inc.

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TALLAHASSEE, FLORIDA

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☒ Merger

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Merger

C. COULLIETTE MAR 13 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

MITCHELL CITRUS PRODUCTS, INC., a Florida corporation, 492179

INTO

PACKAGED FOOD & BEVERAGE CO., INC., a Delaware corporation not
qualified in Florida.

File date: March 10, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

Packaged Food & Beverage Co., Inc.

State of Delaware

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

Mitchell Citrus Products, Inc.

State of Florida

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective as of March 10, 2000.

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on March 9, 2000 and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the board of directors of the merging corporation on March 09, 2000 and shareholder approval was not required

Seventh: Signatures for both corporations.

Packaged Food & Beverage Co., Inc.

Mitchell Citrus Products, Inc.

By: Richard A. Edwards
Name: Richard Edwards
Title: President

By: Richard A. Edwards
Name: Richard Edwards
Title: President

Plan of Merger and Liquidation

This Plan of Merger and Liquidation is to effect the mergers (the "Mergers") of PFB Realty Corporation, incorporated pursuant to the General Corporation Law of the State of Delaware; Bennett, Farr & Wells Bottling Company, incorporated pursuant to the Michigan Business Corporation Act; Taylor Group, Inc., incorporated pursuant to the General Business and Corporation Law of Missouri; and Mitchell Citrus Products, Inc., incorporated pursuant to the Florida General Corporation Act (the "Subsidiaries"), into Packaged Food & Beverage Co., Inc., a Delaware corporation (the "Surviving Corporation").

NOW THEREFORE, the parties agree as follows:

1. Mergers. PFB Realty Corporation, Bennett, Farr & Wells Bottling Company, Taylor Group, Inc., and Mitchell Citrus Products, Inc. are wholly-owned subsidiaries of the Surviving Corporation. The name of the Surviving Corporation is Packaged Food & Beverage Co., Inc. The Subsidiaries and the Surviving Corporation are herein collectively referred to as the "Constituent Corporations." Pursuant to this Plan of Merger and Liquidation by and among the Constituent Corporations, the Subsidiaries shall merge with and into the Surviving Corporation. Packaged Food & Beverage Co., Inc., as the Surviving Corporation, shall retain its corporate identity and shall succeed to all of the rights, assets, liabilities and obligations of the Subsidiaries.
2. Effective Time. The Mergers shall be effective on March 10, 2000 (the "Effective Time").
3. Conversion of Shares. At the Effective Time, all shares of capital stock of the Subsidiaries issued and outstanding immediately before the Effective Time, by virtue of the Mergers, and without any further action on the part of the holder thereof, shall be canceled. All outstanding shares of the Surviving Corporation's capital stock will remain outstanding and unchanged.
4. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law or in equity are necessary or desirable to vest, perfect or confirm in the Surviving Corporation the title to any property or rights of the Constituent Corporations, or otherwise carry out the provisions hereof, the proper officers and directors of the Constituent Corporations as of the Effective Time, and thereafter the officers of the Surviving Corporation on behalf of the

Subsidiaries, shall execute and deliver any and all proper assignments, conveyances and assurances in law or in equity, and do all things necessary or desirable to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the provisions hereof.