

# 522286

Law Offices

**Cuevas & Rubin, P.A.**

9200 South Dadeland Blvd  
Suite 603  
Miami, Florida 33156

Andrew Cuevas  
Jonathan R. Rubin

Susana Rice Roque  
Robert J. Ortiz

Telephone (305) 670-1144  
Telephone (954) 966-0960  
Fax (305) 670-0407  
E-Mail - [cr@cuevas-rubin.com](mailto:cr@cuevas-rubin.com)

June 13, 2000

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Merger  
La Manzanillera Fruit Processing, Inc.

900003295829--1  
-07/06/00--01001--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

900003295829--1  
-06/19/00--01121--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

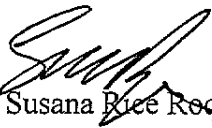
Dear Sir or Madam:

Enclosed herein, please find for filing the Articles of Merger, Plan of Merger, and restated Articles of Incorporation for the surviving company, La Manzanillera Fruit Processing, Inc.

I have also enclosed a check in the amount of \$43.75, which includes payment for the filing fee and a certified copy. Please mail the certified copy to the address on our letterhead.

Should you require any additional information or documentation, please do not hesitate to contact me at (305) 670-1144. Until then, I remain,

Sincerely yours,



Susana Rice Roque, Esq.  
encl.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL -3 AM 11:46

Merger / Name Change  
LFR  
7-10-2000

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

JARDIN ENTERPRISES, INC., a Florida corporation (Document  
#P97000059856)

INTO

LA MANZANILLERA FOOD PROCESSING, INC. which changed its name to  
**LA MANZANILLERA FRUIT PROCESSING, INC.**, a Florida entity, 522286

File date: July 3, 2000

Corporate Specialist: Louise Flemming-Jackson



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 22, 2000

SUSANA RICE ROQUE, ESQ.  
9200 S. DADELAND BLVD., STE. 603  
MIAMI, FL 33156

SUBJECT: LA MANZANILLERA FOOD PROCESSING, INC.  
Ref. Number: 522286

We have received your document for LA MANZANILLERA FOOD PROCESSING, INC. and your check(s) totaling \$43.75. 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.

Please include the exhibit(s) referred to in your document.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 800A00035526

DIVISION OF CORPORATIONS

00 JUL - 3 AM 10:59

RECEIVED

# 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 are:

Name

Jurisdiction

La Manzanillera Food Processing, Inc.

Florida

**Second:** The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Jardin Enterprises, Inc.

Florida

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR**       /      /       (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)  
N/A

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 5, 2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 5, 2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 JUL -3 PM 11:14

Typed or Printed Name of Individual & Title

Jardin Enterprises Inc.

James  
James

Enrique Arevalo, President

Enrique Arevalo, President

## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

| <u>name</u>                                  | <u>Jurisdiction</u> |
|----------------------------------------------|---------------------|
| <u>La Manzanillera Food Processing, Inc.</u> | <u>Florida</u>      |

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

| <u>name</u>                     | <u>Jurisdiction</u> |
|---------------------------------|---------------------|
| <u>Jardin Enterprises, Inc.</u> | <u>Florida</u>      |
| <u> </u>                        | <u> </u>            |
| <u> </u>                        | <u> </u>            |
| <u> </u>                        | <u> </u>            |
| <u> </u>                        | <u> </u>            |

Third: The terms and conditions of the merger are as follows:

The surviving corporation shall continue to operate and be managed as it was immediately prior to the merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, cash or other property are as follows:

All shares of capital stock of Jardin Enterprises, Inc., shall be acquired as Treasury Shares of Jardin Enterprises, Inc., at par value. All shareholders of La Manzanillera Food Processing, Inc., (the surviving corporation) whose shares were outstanding immediately prior to the effective date of the merger shall hold the same number of shares with identical rights, and limitations, immediately after the merger.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

Article I:

The name of the corporation shall be La Manzanillera  
Fruit Processing, Inc.

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows: