

Document Number Only

538692

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

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Phone

CORPORATION(S) NAME

100002042041--9

-12/31/96--01046--021

*****52.50 *****52.50

96 DEC 23 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Goya Wines & Liquors, Inc. (FL)

merging into

Goya Foods, Inc. (DE)

200002042042--6

-12/31/96--01046--022

*****70.00 *****70.00

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☒ Certified Copy

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12-29

Mergers
10/26/96
File 3rd

CR2E031 (1-89)

ARTICLES OF MERGER
OF
GOYA WINES & LIQUORS, INC.,
A FLORIDA CORPORATION
INTO
GOYA FOODS, INC.,
A DELAWARE CORPORATION

FILED
96 DEC 23 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

FIRST: Goya Foods, Inc. is a corporation organized under the laws of the State of Delaware (the "Corporation") owning all of the outstanding shares of each class of the capital stock of Goya Wines & Liquors, Inc., a corporation organized under the laws of the State of Florida ("Goya Wines").

SECOND: The following Plan of Merger was adopted by the board of directors of the Corporation on December 19, 1996:

Section 1. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Goya Foods, Inc.	Delaware
Goya Wines & Liquors, Inc.	Florida

Section 2. Goya Wines & Liquors, Inc., a corporation organized under the laws of Florida ("Goya Wines"), shall be merged with and into Goya Foods, Inc., a corporation organized under the laws of Delaware (the "Corporation"), the Corporation shall remain as the surviving corporation (the "Surviving Corporation") and the separate existence of Goya Wines shall cease (the "Merger").

Section 3. Each issued and outstanding share of common stock, no par value, of Goya Wines held by the Corpora-

tion or in treasury shall, at the time of the Merger, be cancelled and cease to exist.

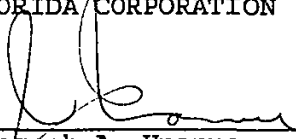
Section 4. Each issued and outstanding share of common stock, no par value, of the Corporation shall, following the Merger, remain outstanding and continue to represent one share of common stock, no par value, of the Surviving Corporation.

THIRD: The merger of Goya Wines with and into the Corporation (the "Merger") shall be effective upon the filing of this Certificate of Merger.

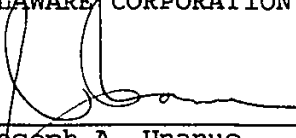
FOURTH: Shareholder approval of the Merger is not required under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation and Goya Wines each have caused this Articles of Merger to be executed in their respective corporate names as of this 20th day of December, 1996.

GOYA WINES & LIQUORS, INC.,
A FLORIDA CORPORATION

By: 
Joseph A. Unanue
President

GOYA FOODS, INC.,
A DELAWARE CORPORATION

By: 
Joseph A. Unanue
President

538692

ARTICLES OF MERGER
Merger Sheet

MERGING:

GOYA WINES & LIQUORS, INC., a Florida corporation, document number
538692

INTO

GOYA FOODS, INC., a Delaware corporation not qualified in Florida

File date: December 23, 1996

Corporate Specialist: Karen Gibson