

565923

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400002366764--1
-12/09/97--01042--010
*****35.00 *****35.00

400002366764--1
-12/09/97--01042--011
*****35.00 *****35.00

Merger

Hi-Grade Food Specities of Florida, Inc.

merging into:

Hi Grade Enterprises, Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up
- Mail Out

FILED
 97 DEC 16 PM 3:12
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 7 DEC 30 AM 11:55
 DIVISION OF CORPORATION

Name Availability	12/16/97
Document Examiner	Don
Updater	Don
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

DEC 09 1997

00504, 00711
 00624
 *00789, 00524, 00672
 Thanks, Jeff

565923

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HI-GRADE FOOD SPECIALTIES OF FLORIDA, INC., a Florida corporation
240756

INTO

HI GRADE ENTERPRISES, INC., a Florida corporation, 565923.

File date: December 16, 1997

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1997

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: HI GRADE ENTERPRISES, INC.
Ref. Number: 565923

We have received your document for HI GRADE ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Both corporations have been administratively dissolved for failure to file their 1997 annual reports. They will each need to reinstate in order to file this merger. The reinstatement fee for each corporation is 750.00 through December 31, 1997.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 897A00058185

Please backdate

Per Third

97 DEC 16 PM 3:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

MERGING

HI-GRADE FOOD SPECIALTIES OF FLORIDA, INC.

INTO

HI GRADE ENTERPRISES, INC.

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

FIRST: Hi Grade Enterprises, Inc. ("Hi Grade Enterprises") is a corporation organized under the laws of the State of Florida owning 100% of the outstanding capital stock of Hi-Grade Food Specialties of Florida, Inc. ("Hi-Grade Food"), a corporation organized under the laws of the State of Florida.

SECOND: The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit A, was adopted by the Board of Directors of Hi Grade Enterprises on December 5, 1997.

THIRD: All shares of capital stock of Hi-Grade Food will be retired and cancelled upon the effectiveness of the merger contemplated hereby.

FOURTH: Shareholders of Hi-Grade Food who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the FBCA, may be entitled, if they comply with the provisions of the FBCA regarding the rights of dissenting shareholders, to be paid the fair value of their shares.


FIFTH: The sole shareholder of Hi-Grade Food waived its right to receive a copy of or a summary of the Agreement and Plan of Merger.

SIXTH: Pursuant to Section 607.1104 of the Act, no shareholder approval of any sort is required to consummate the merger contemplated hereby.


SEVENTH: The merger contemplated hereby shall become effective on the date these Articles of Merger are filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, each of Hi-Grade Food and Hi Grade Enterprises has caused these Articles of Merger to be signed in its corporate name by its respective President as of the 8th day of December, 1997.

HI GRADE ENTERPRISES, INC.

By 
Daniel O'Connell
President

HI-GRADE FOOD SPECIALTIES OF
FLORIDA, INC.

By 
Daniel O'Connell
President

AGREEMENT AND PLAN OF MERGER
OF
HI-GRADE FOOD SPECIALTIES OF FLORIDA, INC.
AND
HI GRADE ENTERPRISES, INC.

This Agreement and Plan of Merger, dated as of December 5, 1997, is made by and between HI-GRADE FOOD SPECIALTIES OF FLORIDA, INC., a corporation organized and existing under the laws of the State of Florida ("Hi-Grade Food" or a "Constituent Corporation"), and HI GRADE ENTERPRISES, INC., a corporation organized and existing under the laws of the State of Florida ("Hi Grade Enterprises", the "Surviving Corporation" or a "Constituent Corporation").

RECITALS

Pursuant to this Agreement and Plan of Merger, Hi-Grade Food shall be merged with and into Hi Grade Enterprises (the "Merger") and, incident to the Merger, all of the issued and outstanding shares of the capital stock of Hi-Grade Food shall be retired and cancelled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect and such other terms and conditions as may be required or desired and permitted. The Board of Directors of Hi Grade Enterprises deems the Merger desirable and in the best interests of its shareholder and each Director has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties hereto hereby agree as follows:

1. On the Effective Date (as defined in paragraph 6 below), in accordance with the provisions of this Agreement and Plan of Merger and the Florida Business Corporation Act, Hi-Grade Food shall be merged with and into Hi Grade

Enterprises, which shall be the Surviving Corporation, and the separate existence of Hi-Grade Food shall cease. Hi Grade Enterprises, as the Surviving Corporation, shall possess and retain every interest in all assets and properties of every description and wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. All obligations due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

2. The Articles of Incorporation of Hi Grade Enterprises as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

3. The By-Laws of Hi Grade Enterprises as in effect on the Effective Date shall remain in effect and be the By-Laws of the Surviving Corporation.

4. The Board of Directors and officers of Hi Grade Enterprises at the Effective Date shall be the Board of Directors and officers, respectively, of the Surviving Corporation, until their successors shall have been elected or appointed, as the case may be, and duly qualified.

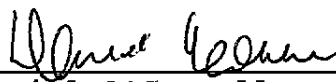
5. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of Hi-Grade Food shall be retired and cancelled.

6. The Merger shall become effective on the day that the Articles of Merger of the Constituent Corporations have been filed with the Secretary of State of Florida (the "Effective Date").

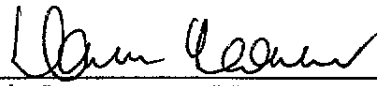
IN WITNESS WHEREOF, each of Hi-Grade Food and Hi Grade Enterprises has caused this Agreement and Plan of

Merger to be signed in its corporate name by its respective President as of the day and year first above written.

HI GRADE ENTERPRISES, INC.

By 
Daniel O'Connell
President

HI-GRADE FOOD SPECIALTIES OF
FLORIDA, INC.

By 
Daniel O'Connell
President