

572477

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Roma Food Enterprises, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Roma Food Enterprises, Inc.	New Jersey	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Roma Food Enterprises of Florida, Inc.	Florida	572477

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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 02 / 26 / 2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 February 17, 2006

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 February 17, 2006

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)

IN WITNESS WHEREOF, the parties hereto have caused this ~~Articles~~ of Merger to be executed by the undersigned officers, as of this 17th day of February, 2006.

ROMA FOOD ENTERPRISES, INC.

By: 

Name: Kent R. Berke

Title: Senior Vice President

ROMA FOOD ENTERPRISES
OF FLORIDA, INC.

By: 

Name: Kent R. Berke

Title: Senior Vice President

H-592987.2

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Roma Food Enterprises, Inc.	New Jersey

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Roma Food Enterprises of</u> <u>Florida, Inc.</u>	<u>Florida</u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Please see attached Plan of Merger (Exhibit A)

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Please see attached Plan of Merger (Exhibit A)

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Please see attached Plan of Merger (Exhibit A)

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EXHIBIT A
PLAN OF MERGER

H-592987.2

PLAN OF MERGER

by and between

ROMA FOOD ENTERPRISES OF FLORIDA, INC., a Florida corporation ("**RFE FL**")
and
ROMA FOOD ENTERPRISES, INC., a New Jersey corporation ("**RFE (NJ)**")

This Plan of Merger ("**Plan of Merger**") is made and entered into by and between RFE FL and RFE (NJ).

RECITALS

WHEREAS, RFE FL is a corporation organized and existing under the laws of the State of Florida, and is a wholly-owned subsidiary of RFE (NJ); and

WHEREAS, RFE (NJ) is a corporation organized and existing under the laws of the State of New Jersey;

AGREEMENT

NOW THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, RFE FL and RFE (NJ) have agreed, and do hereby agree, as follows:

ARTICLE I Plan of Reorganization

RFE FL shall be merged with and into RFE (NJ), in accordance with applicable provisions of the laws of the States of Florida and New Jersey, with RFE (NJ) surviving such merger as the surviving corporation (the "**Merger**"). For Federal income tax purposes, it is intended that the Merger shall qualify as a tax-free liquidation of RFE FL under Section 332 of the Internal Revenue Code of 1986, as amended.

ARTICLE II Merger Approval

This Plan of Merger was duly approved and authorized by the Board of Directors and sole shareholder of RFE (NJ) by written consent dated February 17, 2006, and by the Board of Directors and sole shareholder of RFE FL by written consent dated February 17, 2006. This Plan of Merger between the parties and all actions taken in connection herewith are, and will be, in accordance with the requirements of Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act and Sections 14A:10-1 and 14A:10-5.1 of the New Jersey Business Corporation Act ("**NJBCA**").

ARTICLE III
Effective Time

The Merger will become effective immediately upon the effectiveness of the Certificate and Articles of Merger contemplating the Merger filed with the Secretary of State of the State of New Jersey (the "*Effective Time*"). From and after the Effective Time, the separate corporate existence of each of RFE FL shall cease, and RFE (NJ) shall continue as the surviving corporation and shall be governed by the laws of the State of New Jersey and shall succeed to and assume all rights and obligations of RFE FL in accordance with the NJBCA. The name of the surviving corporation shall be Roma Food Enterprises, Inc.

ARTICLE IV
Manner and Basis of Converting Shares

No shares will be issued in connection with the Merger, and all existing shares of RFE FL will be canceled as of the Effective Time, and no capital stock of RFE (NJ) or other consideration shall be delivered in exchange therefor.

ARTICLE V
Manner and Basis of Converting Rights

There are no outstanding rights to acquire shares of RFE FL or instruments that may be converted or exercised into such shares or rights to acquire shares. No rights to acquire shares will be issued in connection with the Merger.

ARTICLE VI
Dissenting Shareholder Rights

There are no dissenting shareholders of RFE FL that would be entitled to the fair value of its shares in RFE FL.

ARTICLE VII
Certificate of Incorporation

At the Effective Time, the Certificate of Incorporation of the surviving corporation shall be the Certificate of Incorporation of RFE (NJ), and no amendments or changes to the Certificate of Incorporation of RFE (NJ) are desired to be effected by the Merger.

ARTICLE VIII
Bylaws

At the Effective Time, the Bylaws of the surviving corporation shall be the Bylaws of RFE (NJ), and no amendments or changes to the Bylaws of RFE (NJ) are desired to be effected by the Merger.

ARTICLE IX
Directors and Officers

At the Effective Time, the directors and officers of the surviving corporation shall be the respective directors and officers of RFE (NJ) in office at such time, and such persons shall hold office in accordance with the Certificate of Incorporation and the Bylaws of RFE (NJ), as applicable, or until their respective successors shall have been appointed or elected.

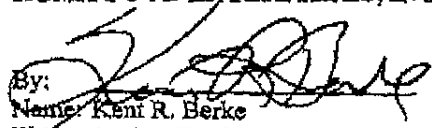
ARTICLE X
Information Request

The executed Plan of Merger will be on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is One Roma Boulevard, Piscataway, New Jersey 08854. A copy of this Plan of Merger will be furnished by RFE (NJ), on request and without cost, to any shareholder of RFE FL.

[Remainder of Page Intentionally Left Blank - Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by the undersigned officers, as of this 17th day of February, 2006.

ROMA FOOD ENTERPRISES, INC.

By: 
Name: Kent R. Berke
Title: Senior Vice President

ROMA FOOD ENTERPRISES
OF FLORIDA, INC.

By: 
Name: Kent R. Berke
Title: Senior Vice President