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F000000006964

827499/7875U

December 20, 2000

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

True World Foods, Inc. of Miami into True World Foods, Inc. of New York

**Filing Evidence**

☐ Plain/Confirmation Copy

☒ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

FILED  
00 DEC 20 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-12/20/00--01018--023

\*\*\*\*\*78.75 \*\*\*\*\*78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

EFFECTIVE DATE  
01-01-01

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATE FILINGS  
TALLAHASSEE, FLORIDA

G. COULLETTE DEC 20 2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TRUE WORLD FOODS, INC. OF MIAMI, a Florida corporation, G74204

INTO

TRUE WORLD FOODS, INC. OF NEW YORK, a New York entity,  
F00000006964

File date: December 20, 2000, effective January 1, 2001

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:

Name

Jurisdiction

True World Foods, Inc. of New York

New York

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

Name

Jurisdiction

True World Foods, Inc. of Miami

Florida

FILED  
00 DEC 20 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**EFFECTIVE DATE**

01-01-01

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

**OR** 01 / 01 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 October 18, 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 October 18, 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)

Seventh: SIGNATURES FOR EACH CORPORATION

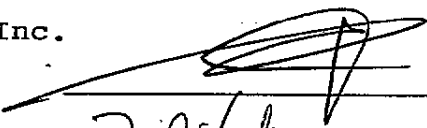
Name of Corporation

Signature

Typed or Printed Name of Individual & Title

True World Foods, Inc.  
of New York

Tomatsu Nakamura, President

  
Takeshi Yashiro

Takeshi Yashiro, Vice Pres.

True World Foods, Inc.  
of Miami

  
Eiji Ueda

Eiji Ueda, President

  
Keiko Byrne

Keiko Byrne, Secretary

# **AGREEMENT AND PLAN OF MERGER**

BY AND BETWEEN

**TRUE WORLD FOODS, INC. OF NEW YORK, A NEW YORK  
CORPORATION,**

AND

**TRUE WORLD FOODS, INC. OF MIAMI, A FLORIDA  
CORPORATION**

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THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of the 18 day of October, 2000 by and between True World Foods, Inc. of New York ("NY"), a corporation organized and existing under the laws of the State of New York, with its principal place of business at 32-34 Papetti Plaza, Elizabeth, New Jersey, 07207 and True World Foods, Inc. of Miami ("Miami"), a corporation organized and existing under the laws of the State of Florida, with its principal place of business at 11205 NW 36<sup>th</sup> Avenue, Miami, Florida, 33167.

## **RECITALS:**

WHEREAS, the duly authorized capital stock of NY consists entirely of 25,000 shares of common stock with a par value \$100 per share (the "NY Stock"); and

WHEREAS, as of the date hereof, there are 22,085 validly issued shares of NY Stock outstanding, all of which are owned by and held of record in the name of True World Group, Inc., a Virginia corporation ("TWG"); and

WHEREAS, the duly authorized capital stock of MIAMI consists of 7,500 shares of common stock, with a par value of one dollar (\$1.00) per share (the "MIAMI Stock"); and

WHEREAS, as of the date hereof, there are 7,500 validly issued shares of MIAMI Stock outstanding, all of which are owned by and held of record in the name of TWG; and

WHEREAS, TWG and the respective Boards of Directors of NY and MIAMI have deemed it advisable and to the advantage of TWG, NY and MIAMI that MIAMI merge with and into NY upon the terms and conditions herein provided, and pursuant to Section 907 of Article 9 of the New York Business Corporation Law ( the New York Business Corporation Law is hereinafter referred to as the "NY BCL") and the Corporation Law of Florida, Section 607.1107. of the Florida Statutes Annotated (the

Florida Statutes Annotated are hereinafter referred to as the "FSA"); and

WHEREAS, TWG, NY and MIAMI intend that the merger contemplated hereby qualify as a tax-free reorganization within the meaning of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, TWG, as the sole shareholder of NY and MIAMI, and the respective Boards of Directors of NY and MIAMI, have approved this Agreement and Plan of Merger;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, NY and MIAMI hereby agree to merge in accordance with the following plan:

**1. MERGER.**

1.01 MIAMI shall be merged with and into NY, and NY shall survive the merger, all as, and with the effect, provided by (i) Section 907 of the NY BCL, (ii) FSA Section 697.1107 and (iii) this Agreement and Plan of Merger.

1.02 As soon as practicable after the execution of this Agreement and Plan of Merger, proper officers of NY and MIAMI shall sign, verify and deliver for filing to (i) the New York Department of State, a proper Certificate of Merger in accordance with the terms and conditions of this Agreement and Plan of Merger and the provisions of Section 907 of the NY BCL and (ii) the Florida Secretary of State, proper Articles of Merger in accordance with the terms and conditions of this Agreement and Plan of Merger and FSA Section 607.1107. This Agreement and Plan of Merger shall become effective for purposes of all applicable law on January 1, 2001 (hereinafter referred to as the "Effective Date").

**2. STATEMENT OF OUTSTANDING SHARES, N.Y. BCL SECTION 902(a)(2).**

The designation and number of outstanding shares of each class and series, the specification of the class and series entitled to vote on this Agreement and Plan of Merger, and the specification of each class and series entitle to vote as a class on this Agreement and Plan of Merger, are as follows:

COMPANY	DESIGNATION OF EACH OUTSTANDING CLASS AND SERIES OF SHARES	NUMBER OF OUTSTANDING SHARES OF EACH CLASS	DESIGNATION OF CLASS AND SERIES ENTITLED TO VOTE	CLASSES AND SERIES ENTITLED TO VOTE AS A CLASS
NY	Common Stock, par value \$100 per share	22,085	Common Stock	Common Stock
Miami	Common Stock, par value \$1.00 per share	7500	Common Stock	Common Stock

### 3. DIRECTORS AND OFFICERS; GOVERNING DOCUMENTS.

3.01 The directors and officers of NY, as the surviving corporation to the merger, shall be the same upon and after the Effective Date as they are for NY immediately prior thereto, and the directors and officers of Miami, as the disappearing corporation, shall not be directors and officers of NY upon and after the Effective Date unless duly and independently appointed as NY's officers and directors by NY's Board of Directors.

3.02 The Certificate of Incorporation of NY, as in effect at the Effective Date, shall continue to be the Certificate of Incorporation of NY as the surviving corporation, without change or amendment until further amended in accordance with the provisions thereof and the NY BCL. The by-laws of NY, as in effect at the Effective Date, shall continue to be the by-laws of NY as the surviving corporation without change or amendment until further amended in accordance with the provisions of NY's Certificate of Incorporation, by-laws, and the NY BCL.

### 4. PURPOSES.

The purposes of NY, as set forth in section "Second" of its Certificate of Incorporation in effect at the Effective Date, shall continue to be the purposes of NY as the surviving corporation.

### 5. AUTHORIZED SHARES.

At the Effective Date, NY, as the surviving corporation, shall be authorized to issue 25,000 shares of common stock, par value \$100 per share.

### 6. RIGHTS AND LIABILITIES.

At and after the Effective Date, (i) NY shall, to the extent not in conflict with its certificate of incorporation, possess all the rights, privileges, immunities, powers and purposes of each of NY and MIAMI, (ii) all property, real and personal, including causes

of action and every other asset of NY and MIAMI shall vest in NY without further act or deed, and (iii) NY shall assume and be liable for all the liabilities, obligations and penalties of NY and MIAMI.

**7. FURTHER ASSURANCES.**

From time to time, as and when required by NY, there shall be executed and delivered on behalf of MIAMI such confirmatory deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in NY the title to and possession of the powers, franchises and authority of MIAMI and otherwise to carry out the purposes of this Agreement and Plan of Merger, and the officers and directors of NY are fully authorized in the name and on behalf of MIAMI to otherwise take any and all such action and to execute and deliver any and all such deeds and other instruments.

**8. CONVERSION OF MIAMI STOCK.**

Upon the Effective Date, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, each outstanding share of the issued and outstanding MIAMI Stock held as of record by TWG immediately prior thereto, namely 7,500 shares of MIAMI Stock, shall be canceled of record, and shall not be exchanged or converted into any shares of NY Stock.

**9. NY STOCK.**

Upon the Effective Date, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, each share of NY Stock outstanding immediately prior thereto shall retain the status of an authorized and issued share of NY Stock.

**10. STOCK CERTIFICATES.**

At and after the Effective Date, each certificate representing shares of MIAMI Stock shall be marked "canceled" and placed in MIAMI's stock records.

**11. EMPLOYEE BENEFIT PLANS.**

As of the Effective Date, NY shall assume all obligations of MIAMI under any and all employee benefit plans in effect as of such time or with respect to which employee rights or accrued benefits are outstanding as of such time.



**12. ABANDONMENT.**

At any time before the Effective Date, this Agreement and Plan of Merger may be terminated and the merger may be abandoned by TWG, as the sole shareholder of MIAMI and NY, notwithstanding approval of this Agreement and Plan of Merger by the Boards of Directors of NY and MIAMI.

**13. COUNTERPARTS.**

This Agreement and Plan of Merger may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

**14. STATEMENT OF ORIGINAL NAME, N.Y. BCL SECTION 902(a)(1).**

NY was incorporated and organized under the original name "Shinshu International, Inc.," on February 21, 1979.

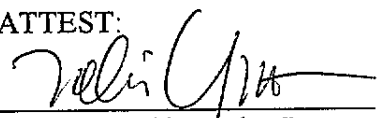
IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority granted by the Shareholder and Board of Directors of MIAMI and NY, has caused this Agreement and Plan of Merger to be executed by its President or Vice President and attested to by its Secretary and its corporate seal to be affixed hereto, as of the date first above written.

TRUE WORLD FOODS, INC. OF NEW YORK

By: 

Tamotsu Nakamura, President

ATTEST:

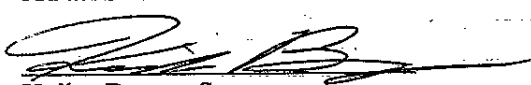
  
Takeshi Yashiro, Vice Pres.

TRUE WORLD FOODS, INC. OF MIAMI

By: 

Eiji Ueda, President

ATTEST:

  
Keiko Byrne, Secretary