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DECEASED
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CLARENCE E. HINKLE (1904-1995)

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SAMANTHA J. FENROW*

*NOT LICENSED IN TEXAS

December 20, 2000

EFFECTIVE DATE
12/31/2000

(Phone: 850.487.6050)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC-28 PM 4:37

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100003511681-2
-12/22/00--01056-003
****140.00 ****140.00

Re: Cookworks of Santa Fe, Inc.

Ladies and Gentlemen:

Enclosed for filing are two duplicate copies of the Articles of Merger and Plan of Merger attached thereto in connection with the merger of Cookworks of Santa Fe, Inc., K&M, Inc., a New Mexico corporation, and Cookworks, Inc., a New Mexico corporation, and Cookworks, Texas, Inc., a Texas corporation (the surviving corporation). The merger is intended to take effect at 11:59 P.M., Central Standard Time, December 31, 2000. Also enclosed is our check in the amount of \$35,140.00 representing the filing fee.

Please call me if you have any questions concerning the foregoing.

Happy Holidays!

Very truly yours,

Jeffrey W. Hellberg
Jeffrey W. Hellberg

JWH/dh

Encs.

G:\DATA\WP\2000\0020131\Florida.wpd

Merger
V. SHEPARD
JAN 8 2001

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919 CONGRESS, SUITE 1150
AUSTIN, TEXAS 78701
(512) 476-7137
FAX (512) 476-7146

ARTICLES OF MERGER
Merger Sheet

MERGING:

COOKWORKS OF SANTA FE, INC., a Florida corporation, P97000041566
K & M, INC., a New Mexico corporation not qualified in Florida
COOKWORKS, INC., a New Mexico corporation not qualified in Florida

INTO

COOKWORKS, TEXAS, INC., a Texas entity, F00000007223

File date: December 28, 2000, effective December 31, 2000

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER

EFFECTIVE DATE

12/31/2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 28 PM 4:37

Pursuant to Article 5.04 of the Texas Business Corporation Act, Section 53-14-4 of the New Mexico Business Corporation Act, and Section 607.1105 of the Florida Business Corporation Act, Cookworks, Texas, Inc., a Texas corporation, K&M, Inc., a New Mexico corporation, Cookworks of Santa Fe, Inc., a Florida corporation, and Cookworks, Inc., a New Mexico corporation, adopt the following Articles of Merger.

1. The name and type of organization of each party to the merger, and the state under whose laws each party is organized are:

NAME	ENTITY	STATE
Cookworks, Texas, Inc.	Corporation	Texas
K & M, Inc.	Corporation	New Mexico
Cookworks of Santa Fe, Inc.	Corporation	Florida
Cookworks, Inc.	Corporation	New Mexico

2. The law of New Mexico, under which K & M, Inc. and Cookworks, Inc. are organized, and the constituent documents of each permit the merger specified in these Articles.
3. The law of Florida, under which Cookworks of Santa Fe, Inc. is organized, and its constituent documents permit the merger specified in these Articles.
4. The law of Texas, under which Cookworks, Texas, Inc. is organized, and its constituent documents permit the merger specified in these Articles.
5. Cookworks, Texas, Inc. shall survive this merger and be governed by the laws of Texas.
6. Set forth in the attached Exhibit A, and incorporated by reference into these Articles, as if set forth here in full, is the Plan of Merger which has been approved by Cookworks, Texas, Inc., in the manner prescribed by its constituent documents and the Texas Business Corporation Act, on December 21, 2000, K & M, Inc., and Cookworks, Inc., in the manner prescribed by their respective constituent documents and the laws of New Mexico, on December 21, 2000, and by Cookworks of Santa Fe, Inc., in the manner prescribed by its constituent documents and the laws of Florida on December 21, 2000.
7. No amendments to the articles of incorporation of any domestic surviving corporation are to be effected by the merger.

8. An executed copy of the Plan of Merger is on file at the principal place of business of Cookworks, Texas, Inc., 316 S. Guadalupe Street, Santa Fe, New Mexico, and a copy of the Plan of Merger will be furnished by such entity on written request and without cost, to any shareholder of each domestic corporation that is a party to the Plan of Merger and to any creditor or obligee of the parties to the merger if such obligation is then outstanding.
9. For each corporation that is a party to the merger, the number of shares outstanding and the designation and number of outstanding shares of each class or series that are entitled to vote as a class on a merger are as follows:

NAME OF CORPORATION	NUMBER OF SHARES OUTSTANDING	DESIGNATION OF CLASS OR SERIES	NUMBER OF SHARES
Cookworks, Texas, Inc.	300	common	300
K & M, Inc.	150	common	150
Cookworks of Santa Fe, Inc.	300	common	300
Cookworks, Inc.	150	common	150

10. For each corporation that is a party to the merger, the number of shares that voted for and against the plan of merger, are as follows:

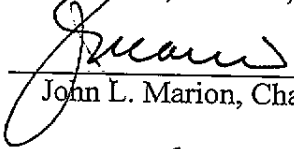
NAME OF CORPORATION	TOTAL VOTED FOR	TOTAL VOTED AGAINST
Cookworks, Texas, Inc.	300	0
K & M, Inc.	150	0
Cookworks of Santa Fe, Inc.	300	0
Cookworks, Inc.	150	0

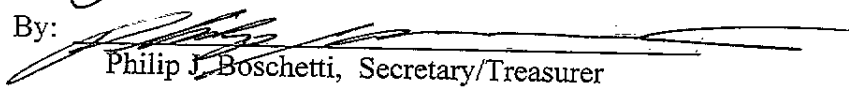
All shares are common shares. Except as set forth above, there are no other shares entitled to vote as a class or series.

11. The effective date of the merger shall be 11:59 P.M., Central Standard Time, on December 31, 2000.

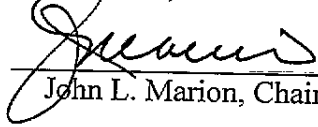
Dated: December 21, 2000.

COOKWORKS, TEXAS, INC.

By: 
John L. Marion, Chairman of the Board

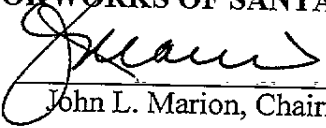
By: 
Philip J. Boschetti, Secretary/Treasurer

COOKWORKS, INC.

By: 
John L. Marion, Chairman of the Board

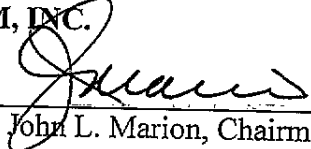
By: 
Philip J. Boschetti, Secretary/Treasurer

COOKWORKS OF SANTA FE, INC.

By: 
John L. Marion, Chairman of the Board

By: 
Philip J. Boschetti, Secretary/Treasurer

K & M, INC.

By: 
John L. Marion, Chairman of the Board

By: 
Philip J. Boschetti, Secretary/Treasurer

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is entered into on December 26, 2000, by Cookworks, Inc., a New Mexico corporation ("Cookworks"), K & M, Inc., a New Mexico corporation ("K & M"), Cookworks of Santa Fe, Inc., a Florida corporation ("Cookworks of Santa Fe") (collectively referred to herein as "Acquired Corporations"), and Cookworks, Texas, Inc, a Texas corporation (referred to herein as "Cookworks, Texas" or "Surviving Corporation").

ARTICLE 1 PLAN OF MERGER

Adoption of Plan

- 1.01 A plan of reorganization of Acquired Corporations and Surviving Corporation under the provisions of Article 5.01 et seq. of the Texas Business Corporation Act and Section 368(a)(1)(A) of the Internal Revenue Code is adopted as follows:
- (a) On the effective date of the merger as set forth in Article 1.02 of the Plan, Acquired Corporations will be merged into Surviving Corporation, to do business and be governed by the laws of Texas.
 - (b) Surviving Corporation's name will be Cookworks, Texas, Inc.
 - (c) When this Plan becomes effective, the existence of Acquired Corporations as distinct entities will cease. At that time, Surviving Corporation will succeed to all the rights, title, and interests to all property owned by Acquired Corporations, without reversion or impairment, without any further act, and without any transfer or assignment having occurred, but subject to any existing liens or other encumbrances on the property. Surviving Corporation also will be subject to all the debts and obligations of Acquired Corporations as the primary obligor, except as otherwise provided by law or contract, and only Surviving Corporation will be liable for the debt or obligation.
 - (d) Surviving Corporation will carry on business with the assets of the parties to the merger as these corporations existed immediately prior to the merger.
 - (e) The shareholders of Acquired Corporations will surrender all of their shares in the manner set forth in the Plan.
 - (f) In exchange for the shares of Acquired Corporations surrendered by its shareholders, Surviving Corporation will issue and transfer to those shareholders, on the basis set forth in this Plan, shares of its common stock.
 - (g) The shareholders of Surviving Corporation will retain their shares as shares of Cookworks, Texas, Inc.

Effective Date

- 1.02. The effective date of the merger ("Effective Date"), shall be 11:59 P.M. , Central Standard Time, on December 31, 2000.

ARTICLE 2 MANNER AND BASIS OF CONVERTING SHARES

Manner of Converting Shares

- 2.01. The holders of shares of Acquired Corporations will surrender their shares to the secretary of the Surviving Corporation promptly after the Effective Date, in exchange for shares of Surviving Corporation to which they are entitled under this Article 2.

Basis of Converting Shares

- 2.02. The shareholders of Acquired Corporations will be entitled to receive shares of common stock of Cookworks, Texas, Inc., each of \$1.00 par value, to be distributed on the basis of one share for each share of common stock of Acquired Corporations.

Capital Structure of Surviving Corporation

- 2.03. (a) The currently outstanding 300 shares of common stock of Surviving Corporation, each of \$ 1.00 par value, will remain outstanding as common stock, each of \$1.00 par value, of Cookworks, Texas, Inc.
(b) After the Effective Date, Surviving Corporation will have one classes of shares, specifically, a total of 900 shares of common stock.

Dated: December 21, 2000

ACQUIRED CORPORATIONS:

316 S. Guadalupe Street
Santa Fe, New Mexico


K & M, Inc.,



By: Charles A. Kehoe, President

316 S. Guadalupe Street
Santa Fe, New Mexico

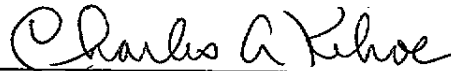
Cookworks of Santa Fe, Inc.,



By: Charles A. Kehoe, President

316 S. Guadalupe Street
Santa Fe, New Mexico

Cookworks, Inc.

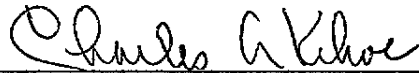


By: Charles A. Kehoe, President

316 S. Guadalupe Street
Santa Fe, New Mexico

SURVIVING CORPORATION:

Cookworks, Texas, Inc.,

A handwritten signature in cursive script, reading "Charles A. Kehoe", is written over a horizontal line.

By: Charles A. Kehoe, President