

Document Number Only

F93000001649

CT Corporation System
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32310 222-1092
 City State Zip Phone
 CORPORATION(S) NAME

600002785466--4
 -02/24/99--01015--031
 ****105.00 ****105.00

5/26/99

Mersen

WB Distributing Inc. merging into:
 Fine Distributing Inc.

FILED
 99 FEB 24 PM 2:29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC-1 Financing Statement | <input type="checkbox"/> UCC-3 Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability	2/25/99
Document Examiner	DR
Updater	DR
Verifier	
Acknowledgment	
W.P. Verifier	

Please Return Extra Copies
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Thank You!!

Hope

2/24
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 99 FEB 24 AM 10:55
 RECEIVED

400789,00624,00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

PREMIUM FOODS, INC., a Florida corporation 480292

W.B. DISTRIBUTING, INC., a Florida corporation P94000087463

,

into

FINE DISTRIBUTING, INC., a Delaware corporation F93000001649

File date: February 24, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 24, 1999

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301

SUBJECT: FINE DISTRIBUTING, INC.
Ref. Number: F93000001649

We have received your document for FINE DISTRIBUTING, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

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

Annette Ramsey
Corporate Specialist

Letter Number: 899A00008601

Annette,

Please file and backdate. Attached
are docs w/ original signatures.
Thank you!

Hope @ CT

RECEIVED
99 FEB 25 AM 10:57
DIVISION OF CORPORATIONS

EFFECTIVE DATE
2/26/99

FILED
99 FEB 24 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
PREMIUM FOODS, INC., a Florida Corporation, and
W.B. DISTRIBUTING, INC., a Florida Corporation,
WITH AND INTO
FINE DISTRIBUTING, INC.,
a Delaware Corporation

PREMIUM FOODS, INC., a Florida corporation, and W.B. DISTRIBUTING, INC., a Florida (the "Merging Corporations"), each corporation a wholly owned subsidiary of FINE DISTRIBUTING, INC., a Delaware corporation (the "Surviving Corporation"; the Merging Corporations and the Surviving Corporation are hereinafter collectively referred to as the "Constituent Corporations") whose registered address in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, hereby adopt and execute Articles of Merger as follows:

I.

The Plan and Agreement of Merger attached hereto and by reference made a part hereof (the "Plan"), a copy of which is attached hereto as Exhibit A, provides that the Merging Corporations shall be merged with and into the Surviving Corporation.

II.

The Plan was duly approved and adopted by the Board of Directors and the sole shareholder of each of the Merging Corporations and the Board of Directors and the sole shareholder of the Surviving Corporation.

(a) Constituent Corporation Shareholder Vote Required. On the date of the submission of the Plan to the Board of Directors of each of the Constituent Corporations, the affirmative vote of a majority of all of the votes entitled to be cast on the Plan by (i) the holders of the issued and outstanding shares of common stock of the Merging Corporations and (ii) the holders of the issued and outstanding shares of common stock of the Surviving Corporation was required by the Florida Business Corporation Act to approve and adopt the Plan.

(b) Merging Corporation Shareholder Vote. As to the Merging Corporations, the Plan was approved and adopted by written consent of the sole shareholder of each of the Merging Corporations as of December 23, 1998.

(c) Surviving Corporation Shareholder Vote. As to the Surviving Corporation, the Plan was approved and adopted by written consent of the sole shareholder of the Surviving Corporation as of December 23, 1998.

(d) Constituent Corporation Director Vote. On the date of the submission of the Plan to the Board of Directors of each of the Constituent Corporations, the vote of a majority

of the directors of each of the Constituent Corporations was required to approve and adopt the Plan, and the Plan was approved and adopted by written consent of the Board of Directors of each of the Merging Corporations as of December 23, 1998, and by written consent of the Board of Directors of the Surviving Corporation as of December 23, 1998.

III.

The merger shall be effective on February 26, 1999, at 12:01 a.m., Eastern Standard Time.

Each of the Constituent Corporations has caused these Articles of Merger to be executed in its name by its duly authorized officers, with its corporate seal affixed, in accordance with the requirements of the State of Florida as of December 23, 1998.

THE MERGING CORPORATIONS:

PREMIUM FOODS, INC., a Florida

corporation

Richard C. Trimarche By:

Richard C. Trimarche, President

W.B. DISTRIBUTING, INC., a Florida

corporation

By: Richard C. Trimarche

Richard C. Trimarche, President

THE SURVIVING CORPORATION:

FINE DISTRIBUTING, INC., a Delaware corporation

By: Richard C. Trimarche
Richard C. Trimarche, President

executed in accordance with the relevant provisions of the DGCL and the FBCL and shall make all other filings or recordings required under the DGCL and the FBCL. The Merger shall become effective on February 26, 1999, at 12:01 a.m., Eastern Standard Time (the "Effective Time").

Section 1.03. Articles of Incorporation and Bylaws.

(a) Articles of Incorporation. The Articles of Incorporation of Fine, as in effect at the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation following the Merger.

(b) Bylaws. The Bylaws of Fine, as in effect at the Effective Time, shall be the Bylaws of the Surviving Corporation until amended as provided by law.

Section 1.04. Directors. The directors of Fine at the Effective Time shall be the directors of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

Section 1.05. Officers. The officers of Fine at the Effective Time shall be the officers of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

ARTICLE TWO - EFFECT ON CAPITAL STOCK

Section 2.01. Effect on Capital Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of common stock of Fine or the holder of any shares of common stock of Premium or W.B.:

(a) Capital Stock of Premium. Each issued and outstanding share of capital stock of Premium shall be surrendered to the Surviving Corporation for cancellation.

(b) Capital Stock of W.B. Each issued and outstanding share of capital stock of W.B. shall be surrendered to the Surviving Corporation for cancellation.

(b) Capital Stock of Fine. Each issued and outstanding share of common stock of Fine shall at the Effective Time and thereafter be one (1) fully paid and non-assessable share of common stock of the Surviving Corporation.

Section 2.02. No Exchange of Certificates. There shall be no cancellation or transfer of any certificates representing shares of common stock of Fine and, without any further action, each such share certificate shall represent the same number of shares of common stock of the Surviving Corporation.

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
AMONG
PREMIUM FOODS, INC.
AND
W.B. DISTRIBUTING
AND
FINE DISTRIBUTING, INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of the 23rd day of December, 1998, by and among Premium Foods, Inc., a Florida corporation ("Premium"), W.B. Distributing, Inc., a Florida corporation ("W.B."), and Fine Distributing, Inc., a Delaware corporation ("Fine").

W I T N E S S E T H :

WHEREAS, Premium and W.B. are wholly owned subsidiaries of Fine;

WHEREAS, the respective Boards of Directors of Premium, W.B. and Fine have approved the merger of Premium and W.B. with and into Fine (the "Merger") upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, the Merger has been approved by the sole shareholder of Fine; and

WHEREAS, there are no dissenting shareholders of Premium or W.B. pursuant to Section 607.1104(1)(b)4, Florida Business Corporation Law;

NOW, THEREFORE, in consideration of the premises and the mutual agreements of the parties contained herein and in accordance with the laws of the State of Delaware and of the laws of the State of Georgia, the parties hereto, intending to be legally bound, do hereby agree as follows:

ARTICLE ONE - THE MERGER

Section 1.01. The Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Law (the "FBCL"), Premium and W.B. shall be merged with and into Fine at the Effective Time (as defined below). Following the Effective Time, the separate corporate existence of Premium and W.B. shall cease and Fine shall continue as the surviving corporation (the "Surviving Corporation") and shall succeed to and assume all the rights and obligations of Premium and W.B. in accordance with the DGCL and the FBCL.

Section 1.02. Effective Time. Subject to the provisions of this Agreement, the parties shall file Certificates of Merger or other appropriate documents (in any such case, the "Certificates of Merger")

ARTICLE THREE - GENERAL PROVISIONS

Section 3.01. Notices. All notices, requests, claims, demands and other communications under this Agreement shall be in writing and shall be deemed given if delivered personally, telecopied (which is confirmed) or sent by overnight courier (providing proof of delivery) to each of the parties as follows (or to such other address for a party as shall be specified by like notice):

If to Premium and W.B.:

100 Galleria Parkway
Suite 1120
Atlanta, GA 30339

If to Fine:

3225 Meridian Parkway
Ft. Lauderdale, FL 33331

Section 3.02. Entire Agreement; No Third-Party Beneficiaries. This Agreement (i) constitutes the entire agreement, and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter of this Agreement and (ii) is not intended to confer upon any person other than the parties hereto any rights or remedies.

Section 3.03. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, regardless of the laws that might otherwise govern under applicable principles of conflicts of laws thereof.

IN WITNESS WHEREOF, Premium, W.B. and Fine have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the date first above written.

PREMIUM FOODS, INC., a Florida corporation

By: Richard C. Trimarche
Richard C. Trimarche, President

Attest: Joseph S. Aielli
Joseph S. Aielli, Secretary

W.B. DISTRIBUTING, INC., a Florida corporation

By: Richard C. Trimarche
Richard C. Trimarche, President

Attest: Joseph S. Aielli
J.S. Aielli, Secretary

FINE DISTRIBUTING, INC., a Delaware corporation

By: David G. Gundling
David G. Gundling, Vice President

Attest: Joseph S. Aielli
Joseph S. Aielli, Secretary