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MERGER OR SHARE EXCHANGE

LAGASSE, INC.

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ARTICLES OF MERGER

Merging

SWEET PAPER SALES CORP.
(a Florida corporation)

with and into

LAGASSE, INC.
(a Louisiana corporation)

Pursuant to Section 607.1104 of the Florida Business Corporation Act

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, a Louisiana parent business corporation and a Florida wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger:

1. LAGASSE, INC., a Louisiana corporation ("Lagasse"), desires to merge SWEET PAPER SALES CORP., a Florida corporation and a wholly owned subsidiary of Parent (the "Sweet Paper"), with and into Lagasse pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act (such transaction being referred to herein as the "Merger").
2. The following is a Plan of Merger for merging Sweet Paper into Lagasse, as approved and adopted by the Board of Directors of Parent in accordance with the provisions of the Louisiana Business Corporation Act on July 18, 2005.
 1. Wholly Owned. Lagasse currently owns, and immediately prior to the Effective Time (as defined below) will own, all of the issued and outstanding shares of Sweet Paper.
 2. Effective Time. As used in this Plan of Merger, the term "Effective Time" shall mean 11:59 p.m., Eastern Standard Time, on July 29, 2005.
 3. The Merger. At the Effective Time, Sweet Paper shall merge with and into Lagasse and the separate corporate existence of Sweet Paper shall thereupon cease pursuant to the laws of Florida. Lagasse shall be the surviving entity in the Merger (the "Surviving Entity") and shall continue to be governed by the laws of the State of Louisiana, and the separate existence of Lagasse with all its rights, privileges, immunities, powers and

franchises shall continue unaffected by the Merger. The Merger shall have the effects specified in Section 607.1106 of the Florida Business Corporation Act and Section 12:115 of the Business Corporation Law of Louisiana.

4. Terms of the Merger. At the Effective Time, automatically by virtue of the Merger and without any action on the part of any party or other person:
 - (a) Each share of Lagasse issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall be an identical issued and outstanding share of Lagasse.
 - (b) Each share of Sweet Paper issued and outstanding immediately prior to the Effective Time shall be cancelled, retired and extinguished, and cease to exist, and shall not be converted into shares, obligations or other securities of Lagasse or any other corporation or the right to receive cash or other property or otherwise be converted in any manner.
5. Articles of Incorporation; By-laws. The articles of incorporation and by-laws of Lagasse as in force and effect at the Effective Time shall not be amended and shall continue to be, respectively, the articles of incorporation and by-laws of the Surviving Entity until amended as therein provided and in the manner prescribed by the relevant provisions of the Business Corporation Law of Louisiana.
6. Board of Directors and Officers. The board of directors and officers of Lagasse at the Effective Time shall be the board of directors and officers, respectively, of the Surviving Entity, all of whom shall hold their respective titles and positions until the appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Entity.
7. Waiver of Mailing Requirements. Parent, in its capacity as the holder of all of the outstanding shares of Sweet Paper, hereby waives the mailing of a copy or summary of the Plan of Merger to Lagasse as otherwise provided for under the provisions of Section 607.1104 of the Florida Business Corporation Act and any other notice requirements under the Florida Business Corporation Act or the Louisiana Business Corporation Law.
8. Authorization. The Board of Directors and each of the officers of Lagasse (or to the extent necessary, appropriate or advisable, the Board of Directors of each of the officers of Sweet Paper) are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, appropriate, or advisable

to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger."


3. Merger Permitted by Laws of Jurisdictions of Other Parties. The merger of Sweet Paper with and into Lagasse is permitted by the laws of the respective jurisdictions of organization of Sweet Paper and Lagasse and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Sweet Paper was July 18, 2005.

4. Shareholder Approval. Pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 12-112 of the Business Corporation Act of Louisiana, shareholder approval was not required for the Merger.

5. Effective Date. The effective date and time of the Merger for the State of Florida shall be at 11:59 p.m. Eastern Standard Time on July 29, 2005

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the undersigned, each in the capacity indicated, on this 18th day of July, 2005.

SWEET PAPER SALES CORP.

By: 
Name: Brian S. Cooper
Title: Vice President and Treasurer

LAGASSE, INC.

By: 
Name: Brian S. Cooper
Title: Vice President and Treasurer