

To: FL Dept. of State  
Subject: 000852.45007

From: Katie Wonsch

Tuesday, December 06, 2005 1:16 PM Page: 1 of 5

**F95000002152**

Florida Department of State  
Division of Corporations  
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*000852.45007*

MERGER OR SHARE EXCHANGE

AMERICAN FOODSERVICE DISTRIBUTORS COMPANY

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To: FL Dept. of State  
Subject: 000852.45007

From: Katie Wonsch

Tuesday, December 06, 2005 1:16 PM Page: 2 of 5

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12/6/2005 9:34

PAGE 001/001

Florida Dept of State



December 6, 2005

FLORIDA DEPARTMENT OF STATE

Division of Corporations

AMERICAN FOODSERVICE DISTRIBUTORS COMPANY

PO BOX 512377

LOS ANGELES, CA 90051-0377US

SUBJECT: AMERICAN FOODSERVICE DISTRIBUTORS COMPANY

REF: F95000002152

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From: Katie Wonsch

Tuesday, December 06, 2005 1:18 PM Page: 4 of 5

H05000279204 3

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ARTICLES OF MERGER  
OF  
OKUN PRODUCE INTERNATIONAL, INC.  
AND

AMERICAN FOODSERVICE DISTRIBUTORS COMPANY

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Okun Produce International, Inc., a Florida corporation ("Okun") with and into American Foodservice Distributors Company, a California corporation ("AFD") as approved by the board of directors of Okun on October 25, 2005 and approved by the board of directors of AFD on October 25, 2005.


2. The merger of Okun with and into AFD is permitted by the laws of the jurisdiction of organization of AFD and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the board of directors of AFD was October 25, 2005.

3. Shareholder approval was not required for the merger.

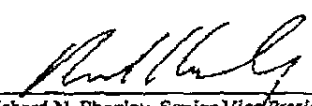
4. The effective time and date of the Merger shall be 12:01 a.m. on December 7, 2005.

Executed on October 25, 2005.

Okun Produce International, Inc.,  
a Florida corporation

By:   
Richard N. Phegley, Senior Vice President

American Foodservice Distributors Company,  
a California corporation

By:   
Richard N. Phegley, Senior Vice President

H05000279204 3

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Tuesday, December 06, 2005 1:16 PM Page: 5 of 5

H05000279204 3

#### PLAN OF MERGER

1. American Foodservice Distributors Company ("AFD"), which is a business corporation of the State of California and is the parent corporation and the owner of all of the outstanding shares of Okun Produce International, Inc. ("Okun"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Okun into AFD pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of AFD.

2. The separate existence of Okun shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and AFD shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Okun shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The board of directors and the proper officers of AFD 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, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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