

S65464

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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****122.50 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ATC Holdings Corp. S 65464
(Corporation Name) (Document #)

(Corporation Name)

(Document #)

(Corporation Name)

(Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 1/22

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
99 FEB 23 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

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

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

~~Must be filed~~
~~at 2:00 p.m.~~

merger
Sf 2/23/99

wants doc.
File 2/23/99

Examiner's Initials

[Signature]

ARTICLES OF MERGER
Merger Sheet

MERGING:

CFC HOLDINGS CORP., S65464

into
TRIARC COMPANIES, INC. d/b/a in Florida as
TRIARC CORPORATE HEADQUARTERS, INC., a Delaware corporation
F95000003855

File date: February 23, 1999

Corporate Specialist: Susan Payne

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
CFC HOLDINGS CORP.
INTO
TRIARC COMPANIES, INC.**

Article 1. Triarc Companies, Inc. (hereinafter called the "Corporation") is a business corporation of the State of Delaware.

Article 2. The Corporation is the owner of all of the outstanding shares of the stock of CFC Holdings Corp. ("CFC"), which is a business corporation of the State of Florida.

Article 3. On December 16, 1998, the Board of Directors of the Corporation adopted the following plan to merge CFC into the Corporation:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation and CFC Holdings Corp. ("CFC"), which will become a wholly-owned subsidiary of the Corporation, be merged on the following terms and conditions (the "CFC Merger"):

(a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of Delaware. CFC shall be the merged corporation and its separate existence shall thereupon cease.

(b) The effective date of the CFC Merger (the "CFC Effective Time") shall be the date of filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

(c) At the CFC Effective Time, the Certificate of Incorporation of the Corporation, as in effect immediately prior to the CFC Effective Time, shall be the Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(d) The By-laws of the Corporation, as in effect immediately prior to the CFC Effective Time, shall from and after the CFC Effective Time become and remain the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated as provided therein.

(e) The officers and directors of the Corporation in office on the CFC Effective Time shall remain in the same capacities as officers and directors of

the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(f) Upon the CFC Merger becoming effective, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of each of CFC and the Corporation.

(g) The Designated Officers shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Certificate of Ownership and Merger of the Corporation and CFC, and the Designated Officers shall be, and each of them hereby is, authorized to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware.

(h) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the CFC Merger may be amended, and the CFC Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

RESOLVED, that the Designated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

Article 4. Shareholder approval was not required in connection with the merger of CFC with and into the Corporation.

Article 5. The merger of CFC with and into the Corporation is permissible under the General Corporation Law of the State of Delaware and the Corporation has complied with the General Corporation Law of the State of Delaware.

Executed on January __, 1999

TRIARC COMPANIES, INC.

By: Stuart Rosen
Stuart I. Rosen
Vice President and Associate
General Counsel, and Secretary

CFC HOLDINGS CORP.

By: John L. Barnes, Jr.
Name: John L. Barnes, Jr.
Title: President