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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

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Specialty Food Distributors, Inc. merged into
Gourmet Gourmet Foods Southeast, Inc.

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input 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 |
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SPECIALTY FOODS DISTRIBUTORS, INC., a Florida corporation 299385

INTO

GOURMET AWARD FOODS SOUTHEAST, INC., a Delaware corporation,
F97000002411

File date: May 20, 1997

Corporate Specialist: Annette Hogan

ARTICLES AND CERTIFICATE OF MERGER
OF
SPECIALTY FOOD DISTRIBUTORS, INC.
WITH AND INTO
GOURMET AWARD FOODS SOUTHEAST, INC.

97 MAY 20 PM 12:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Specialty Food Distributors, Inc., a Florida corporation, and Gourmet Award Foods Southeast, Inc., a Delaware corporation (hereinafter sometimes referred to collectively as the "Constituent Corporations"), enter into and hereby adopt the following Articles and Certificate of Merger for the purpose of merging Specialty Food Distributors, Inc., with and into Gourmet Award Foods Southeast, Inc.

ARTICLE I

CONSTITUENT CORPORATIONS

The name and state of incorporation of each of the Constituent Corporations are:

- (a) Specialty Food Distributors, Inc., a Florida corporation, the authorized capital stock of which is 10,000 shares of common stock, \$10.00 par value per share; and
- (b) Gourmet Award Foods Southeast, Inc., a Delaware corporation.

ARTICLE II

APPROVAL OF MERGER

2.1 A Merger Agreement dated as of May 19, 1997 (hereinafter sometimes referred to as the "Agreement"), has been adopted, approved, certified, executed and acknowledged by each of Specialty Food Distributors, Inc., and Gourmet Award Foods Southeast, Inc., in accordance with subsection (c) of section 252 of the General Corporation Law of the State of Delaware and in accordance with sections 607.1101, 607.1103, 607.1105 and 607.1107 of the Florida Business Corporation Act, and all other applicable laws.

2.2 These Articles and Certificate of Merger, and the Plan of Merger contained herein, were duly adopted and approved by the Board of Directors and Shareholders of the Constituent Corporations as follows:

(a) By unanimous Written Consent of the Board of Directors and Shareholders of Specialty Food Distributors, Inc., dated May 16, 1997; and

(b) By unanimous Written Consent of the Board of Directors and Sole Shareholder of Gourmet Award Foods Southeast, Inc., dated May 8, 1997.

2.3 The executed Agreement shall be on file at the principal office of the Surviving Corporation (as hereinafter defined), which office is located at 1750 Tree Boulevard, St. Augustine, Florida 32086. A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of either of the Constituent Corporations.

ARTICLE III

PLAN OF MERGER

3.1 At and as of the Effective Date (as hereinafter defined), Specialty Food Distributors, Inc., shall merge with and into Gourmet Award Foods Southeast, Inc. (the "Surviving Corporation"), whose name shall continue to be Gourmet Award Foods Southeast, Inc.

3.2 The Certificate of Incorporation of the Surviving Corporation, at and as of the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

3.3 The Bylaws of the Surviving Corporation, at and as of the Effective Date, shall continue in full force and effect as the Bylaws of the Surviving Corporation.

3.4 The manner and basis of converting the shares of each of the Constituent Corporations are as follows:

a) At and as of the Effective Date, each authorized and outstanding share of common stock of Specialty Food Distributors, Inc., by virtue of the merger and without any action on the part of the holder thereof, shall be automatically converted into the right to receive a pro rata amount of the Merger Consideration, as that term is defined in Article II, Section 2.3 of the Agreement; and

b) At and as of the Effective Date, each authorized but unissued share of common stock of Specialty Food Distributors, Inc., if any, shall be canceled by virtue of the merger and no Merger Consideration shall be issued with respect thereof.

3.5. At and as of the Effective Date, the separate existence of Specialty Food Distributors, Inc., shall cease, and all of the property, rights, privileges, contracts and franchises of such corporation of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed.

ARTICLE IV

EFFECTIVE DATE

The merger of Specialty Food Distributors, Inc., with and into Gourmet Award Foods Southeast, Inc., shall be effective upon the last event required to make the filing of these Articles and Certificate of Merger of legal force and effect in the state of Florida and in the state of Delaware (the "Effective Date").

IN WITNESS WHEREOF, the undersigned officers of Specialty Food Distributors, Inc., a Florida corporation, and Gourmet Award Foods Southeast, Inc., a Delaware corporation, respectively, have executed these Articles and Plan of Merger pursuant to the authority duly vested in them by the Board of Directors and Shareholders, respectively, of each corporation.

SPECIALTY FOOD DISTRIBUTORS,
INC., a Florida corporation

By: [Signature]
Printed: R. D. LONG
Its VICE PRESIDENT/CONTROLLER

GOURMET AWARD FOODS
SOUTHEAST, INC., a Delaware
corporation

By: [Signature]
Printed: Richard A. Thorne
Its CHAIRMAN OF THE BOARD

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13TH day of MAY, 1997, by R. D. LONG, as VICE PRESIDENT/CONTROLLER of Specialty Food Distributors, Inc., a Florida corporation, on behalf of the corporation and that it is the act and deed of the corporation and the facts stated herein are true. (He/She is personally known) to me or has produced N/A as identification and did not take an oath.

[Signature]
Notary Public, State of Florida
Printed: LARRY ROSENDAU
My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 1ST day of MAY, 1997, by RICHARD A. THORNE as CHAIRMAN OF THE BOARD of Gourmet Award Foods Southeast, Inc., a Delaware corporation, on behalf of the corporation and that it is the act and deed of the corporation and the facts stated herein are true. He is personally known to me or has produced _____ as identification and did not take an oath.

Denise A. Crozier

Notary Public, State of Florida

Printed: DENISE A. CROZIER

My Commission Expires: 6/21/97

