

F99000004782

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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TALLAHASSEE FLORIDA

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MERGER OR SHARE EXCHANGE

Food for Health Company, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	07
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Merger

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

U.S. HEALTH DISTRIBUTORS, INC., a Florida corporation, J10912

INTO

FOOD FOR HEALTH CO., INC., an Arizona entity, F99000004782

File date: February 4, 2000

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER
OF
U.S. HEALTH DISTRIBUTORS, INC.
INTO
FOOD FOR HEALTH CO., INC.**

**FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA**

1. Filed simultaneously with these articles of merger is the plan of merger that has been adopted by U.S. HEALTH DISTRIBUTORS, INC., a Florida corporation (#J10912) ("U.S. Health"), which is the disappearing corporation, and FOOD FOR HEALTH CO., INC., an Arizona corporation ("Food For Health"), which is the surviving corporation.

2. The name of the surviving corporation is Food For Health Co., Inc., and its known place of business is: 3655 West Washington Street, Phoenix, Arizona 85009.

3. The name and address of the registered agent of the surviving corporation in Florida is: the CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The name and address of the statutory agent of the surviving corporation in Arizona is: L and R Service Co., 40 North Central, Suite 1900, Phoenix, Arizona 85004.

4. Approval of the shareholders of the corporations that are parties to the merger was required. There is only one voting group of shareholders of the surviving corporation eligible to vote on approval of the merger, consisting of 28,500 outstanding shares of common stock entitled to 28,500 votes, all of which were cast for the merger, which was sufficient for approval by the voting group. There is only one voting group of shareholders of the disappearing corporation eligible to vote on approval of the merger, consisting of 100 outstanding shares of common stock entitled to 100 votes, all of which were cast for the merger, which was sufficient for approval by the voting group.

5. The effective date shall be the date of filing. Upon that date, each share of the capital stock of the disappearing corporation issued and outstanding immediately prior thereto shall be cancelled.

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DATED as of this 1st day of November, 1999.

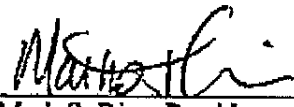
FOOD FOR HEALTH CO., INC., an
Arizona corporation

By: _____


Jerry Fleming, President

U.S. HEALTH DISTRIBUTORS, INC., a
Florida corporation

By: _____


Mark S. Rice, President

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**PLAN OF MERGER
OF
FOOD FOR HEALTH CO., INC.
AND
U.S. HEALTH DISTRIBUTORS, INC.**

THIS PLAN OF MERGER dated as of November 1, 1999 (the "Plan"), is between FOOD FOR HEALTH CO., INC., an Arizona corporation ("Food For Health") and U.S. HEALTH DISTRIBUTORS, INC., a Florida corporation (# J10912) ("U.S. Health"). Food for Health and U.S. Health are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. U.S. Health is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital of 7,500 shares, all of which are designated "Common Stock," \$1.00 par value. As of the record date of the meeting of shareholders at which this Plan of Merger was approved, 100 shares of common stock were issued; all of which were held by Food for Health.

B. Food For Health is a corporation duly organized and existing under the laws of the State of Arizona and has an authorized capital of 1,000,000 shares of common stock, \$1.00 par value. As of the date of this Plan of Merger, 28,500 shares of Common Stock were outstanding, all of which were held by AMCON Distributing Company, and no shares of Preferred Stock were outstanding.

C. The Board of Directors of U.S. Health has determined that it is advisable and in the best interests of U.S. Health that U.S. Health merge with and into Food For Health upon the terms and conditions herein provided.

D. The respective Boards of Directors of Food For Health and U.S. Health have approved this Plan and have directed that this Plan be submitted to a vote of their respective stockholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Food For Health and U.S. Health hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Plan, the Florida General Corporation Act and the Arizona Business Corporation Act, U.S. Health shall be merged with and into Food For Health (the "Merger"), the separate existence of U.S. Health shall cease and Food For Health shall be, and is herein sometimes

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referred as, the "Surviving Corporation," and the name of the Surviving Corporation shall be Food For Health Co., Inc.

1.2 Filing and Effectiveness. The Merger shall be completed when the following actions shall have been completed:

(a) This Plan and Merger shall have been adopted and approved by the stockholders of each of Food For Health and U.S. Health in accordance with the requirements of the Florida General Corporation Act and the Arizona Business Corporation Act;

(b) All of the conditions precedent to the consummation of the Merger specified in this Plan shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Plan of Merger meeting the requirements of the Florida General Corporation Act shall have been filed with the Department of State of the State of Florida;

(d) An executed Plan of Merger meeting the requirements of the Arizona Business Corporation Act shall have been filed with the Arizona Corporation Commission of the State of Arizona; and

(e) The date and time when the Merger shall become effective shall be the date upon which the subsections of this Section 1.2 are satisfied, and is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of U.S. Health shall cease and Food For Health, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and U.S. Health's Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of U.S. Health, (iv) shall continue to be subject to all of the debts, liabilities and obligations of Food For Health as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of U.S. Health in the same manner as if Food For Health had itself incurred them, all as more fully provided under the applicable provisions of the Florida General Corporation Act and the Arizona Business Corporation Act.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation. The Articles of Incorporation of Food for Health as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving

Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Food for Health as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Food for Health immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III. MANNER OF CONVERSION OF STOCK

3.1 U.S. Health Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, \$1.00 par value, of U.S. Health issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by U.S. Health, the holder of such shares or any other person, be cancelled.

IV. GENERAL

4.1 Covenants of Food For Health. Food For Health covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) Qualify to do business as a foreign corporation in the State of Florida and in connection therewith irrevocably appoint an agent for service of process as required under by Florida Revised Statutes.

(b) File any and all documents with the Florida Department of Revenue necessary for the assumption by Food For Health of all of the tax liabilities of U.S. Health.

(c) Take such other actions as may be required by the Florida General Corporation Act and the Arizona Business Corporation Act.

4.2 Further Assurances. From time to time, as and when required by Food For Health or by its successors or assigns, there shall be executed and delivered on behalf of U.S. Health such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest, perfect, or conform of record or otherwise, in Food For Health, the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of U.S. Health and otherwise to carry out the purposes of this Plan, and the officers and directors of Food For

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Health are fully authorized in the name and on behalf of U.S. Health or otherwise to take any and all such action and to executed and delivery any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Plan may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either U.S. Health or of Food For Health, or of both, notwithstanding the approval of this Plan by the sole shareholder of U.S. Health or by the sole shareholder of Food For Health, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Plan at any time prior to the filing of this Plan (or certificate in lieu thereof) with the Department of State of the State of Florida and the Arizona Corporation Commission, provided that an amendment made subsequent to the adoption of this Plan by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Plan if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

4.5 Registered Office and Agent in Florida. The registered office of the Surviving Corporation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324 and The CT Corporation System is the registered agent of the Surviving Corporation at such address.

4.6 Arizona Place of Business and Statutory Agent in Arizona. The place of business of the Surviving Corporation in the State of Arizona is 3655 West Washington Street, Phoenix, Arizona 85009. The statutory agent of the Surviving Corporation in Arizona is L and R Service Company, 40 North Central Avenue, Phoenix, Arizona 85004.

4.7 Plan. Executed copies of this Plan will be on file at the principal place of business of the Surviving Corporation at 3655 West Washington Street, Phoenix, Arizona 85009, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.8 Governing Law. This Plan shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Arizona and, so far as applicable, the merger provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, this Plan having first been approved by the resolutions of the Board of Directors of Food For Health and U.S. Health is hereby


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executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

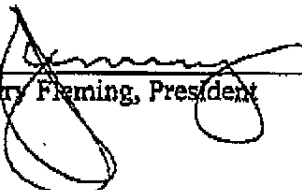
U.S. HEALTH DISTRIBUTORS, Inc.,
a Florida corporation

By: 
Mark S. Rice, President


ATTEST:


Mike Shandler, Asst. Secretary

FOOD FOR HEALTH CO., INC.,
an Arizona corporation

By: 
Jerry Fleming, President

ATTEST:


M. Grant Anderson, Secretary

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