

G18293

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BOOTH REFRIGERATION SUPPLY CO., INC., a Virginia corporation not  
qualified in Florida

INTO

**BAKER DISTRIBUTING COMPANY**, a Florida corporation, G18293

File date: June 26, 1997, effective June 30, 1997

Corporate Specialist: Darlene Connell

SENT BY: (904)359-2000

; 6-26-97 ; 8:25AM ; F&L JACKSONVILLE Department of State: # 1/ 5

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**ARTICLES OF MERGER  
OF  
BOOTH REFRIGERATION SUPPLY CO., INC.  
WITH AND INTO  
BAKER DISTRIBUTING COMPANY**

EFFECTIVE DATE  
6-30-97

Pursuant to the provisions of Title 13.1 Chapter 9, Article 12 of the Code of Virginia (the "Virginia Code") and Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporations enter into these Articles of Merger by which Booth Refrigeration Supply Co., Inc., a Virginia corporation, all of the outstanding stock of which is owned by Baker Distributing Company, shall be merged with and into Baker Distributing Co., Inc., a Florida corporation, and Baker Distributing Company shall be the surviving corporation, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to the applicable provisions of the Virginia Code and the Florida Act, and the undersigned corporations hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.


SECOND, the merger shall become effective at 11:59 P.M. on June 30, 1997, or, if later, at the close of business on the date on which these Articles of Merger are filed with the Virginia Corporation Commission and the Department of State of Florida.

THIRD, the Plan was adopted pursuant to the applicable provisions of the Virginia Code by unanimous written consent of the directors of Booth Refrigeration Supply Co., Inc. dated as of June 16, 1997. Under the Virginia Code shareholder approval was not required for the merger of a wholly-owned subsidiary into its parent. The Plan was adopted pursuant to the applicable provisions of the Florida Act by unanimous written consent of the directors of Baker Distributing Company dated as of June 16, 1997. Under the Florida Act shareholder approval was not required for the merger of a wholly-owned subsidiary into its parent.

IN WITNESS WHEREOF, these Articles of Merger have been executed by Booth Refrigeration Supply Co., Inc., as merging corporation, and by Baker Distributing Company, as surviving corporation, this 25<sup>th</sup> day of June, 1997.

BOOTH REFRIGERATION SUPPLY CO., INC.,  
a Virginia corporation

By:

  
Name: Jack S. Faulkner  
Title: President

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
Fax Audit No. H97000010542

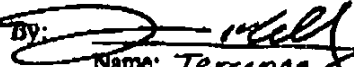
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BAKER DISTRIBUTING COMPANY,  
a Florida corporation

By:   
Name: Terrence Kelly  
Title: President

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## PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the merger of **BOOTH REFRIGERATION SUPPLY CO., INC.**, a Virginia corporation (the "Merging Corporation"), with and into **BAKER DISTRIBUTING COMPANY**, a Florida corporation (the "Surviving Corporation"), as follows:

1. **Merger.** The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the merging Merging Corporation shall cease and the Surviving Corporation shall be the surviving corporation.
2. **Effective Date.** The Merger shall become effective at 11:59 P.M. on June 30, 1997, or if later, at the close of business on the date on which Articles of Merger are filed with the Virginia Corporation Commission and the Florida Department of State (the "Effective Date").
3. **Cancellation of Merging Corporation Stock.** Each share of common stock of the Merging Corporation which is issued and outstanding on the Effective Date shall be deemed retired and cancelled by virtue of the Merger, automatically, without any action on the part of the Merging Corporation or otherwise.
4. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Date the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.
5. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Date by either of the Merging Corporation or the Surviving Corporation, without further

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shareholder action and, if Articles of Merger have been filed with the Virginia Corporation Commission and the Department of State of Florida, by filing a Notice of Abandonment with such Department and Commission.

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