

G18293

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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Attn: Jeff Netherton

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CORPORATION(S) NAME

Baker Distributing Company
merging: Intercompany Services Incorporated

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| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
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| <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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12/29/99

merger

S. PAYNE DEC 30 1999

99 DEC 29 PM 3:30

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 29 PM 12:11

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

INTERCOMPANY SERVICES INCORPORATED, a FL corp., 508119

INTO

BAKER DISTRIBUTING COMPANY, a Florida entity, G18293.

File date: December 29, 1999 , effective December 31, 1999

Corporate Specialist: Susan Payne

FILED

99 DEC 29 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/99

ARTICLES OF MERGER
MERGING
INTERCOMPANY SERVICES INCORPORATED
INTO
BAKER DISTRIBUTING COMPANY

Baker Distributing Company, a Florida corporation (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging its subsidiary corporation, Intercompany Services Incorporated, a corporation organized under the laws of the State of Florida (the "Merging Corporation"), into the Surviving Corporation.

1. The Plan of Merger attached hereto as Exhibit A was duly approved by the Board of Directors of the Surviving Corporation in the manner prescribed by law.
2. These Articles of Merger shall become effective at 11:59 p.m. on December 31, 1999.
3. Shareholder approval of the Plan of Merger was not required because the Surviving Corporation was the owner of at least ninety percent (90%) of the outstanding shares of each class of the Merging Corporation and the Plan of Merger does not provide for any changes in the Articles of Incorporation of the Surviving Corporation that require shareholder action.
4. The Plan of Merger attached hereto as Exhibit A was duly adopted by the Board of Directors of the Surviving Corporation on December 22, 1999.

[Signatures next page]

This 22nd day of December, 1999.

BAKER DISTRIBUTING COMPANY, a
Florida corporation

By: Ana M. Menendez
Ana M. Menendez
Vice President

PLAN OF MERGER

THIS PLAN OF MERGER is with respect to Baker Distributing Company, a Florida corporation (the "Corporation"), and Intercompany Services Incorporated, a Florida corporation (the "Subsidiary"). All outstanding shares of each class of stock of the Subsidiary are owned by the Corporation.

1. TERMS AND CONDITIONS OF MERGER.

1.1 The Merger. Subject to the terms and conditions contained herein, at the Effective Time (as defined below), the Subsidiary shall merge with and into the Corporation, with the Corporation being the surviving corporation (the "Surviving Corporation") in such merger (the "Merger") and the separate existence of the Subsidiary shall cease. As of the Effective Time and as a result of the Merger, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of the Subsidiary, and all property (real, personal and mixed) and other assets (tangible and intangible) belonging to the Subsidiary shall be vested in the Surviving Corporation, and all such property, assets, rights, privileges, powers and franchises shall thereafter belong to the Surviving Corporation, and the title to any real estate vested by deed or otherwise in the Subsidiary shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon any property of the Subsidiary shall be preserved unimpaired, and all debts, liabilities and duties of the Subsidiary shall, following the Merger, attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

1.2 Consummation of the Merger. The Corporation shall cause Articles of Merger to be filed with the Secretary of State of the State of Florida in such form as required by, and executed in accordance with, the relevant provisions of the Florida Business Corporation Act. The merger shall become effective at 11:59 p.m. on December 31, 1999 (the "Effective Time").

1.3 Articles of Incorporation. The Articles of Incorporation of the Corporation, as in effect at the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until amended or repealed in accordance with the terms thereof and applicable law.

1.4 Bylaws. The Bylaws of the Corporation, as in effect at the Effective Time, shall be the Bylaws of the Surviving Corporation until amended or repealed in accordance with the provisions thereof, the Articles of Incorporation of the Surviving Corporation and applicable law.

1.5 Directors. The directors of the Corporation, as of the Effective Time, shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified in the manner provided in the Bylaws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

1.6 Officers. The officers of the Corporation, as of the Effective Time, shall be the officers of the Surviving Corporation until their successors are duly elected and qualified in the manner provided in the Bylaws of the Surviving Corporation and applicable law, or until their earlier resignation or removal.

2. CANCELLATION OF SHARES

2.1 Cancellation of Shares. As of the Effective Time, by virtue of the Merger and without any further action by the holder thereof, each issued and outstanding share of capital stock of the Subsidiary shall be canceled and all rights and privileges relating thereto shall terminate.

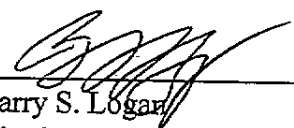
3. AMENDMENT/TERMINATION

3.1 Amendment or Termination. The Board of Directors of the Surviving Corporation may amend or terminate the Merger or this Plan of Merger at any time prior to the Effective Time.

IN WITNESS WHEREOF, the undersigned has executed this Plan of Merger effective as of the 22nd day of December, 1999.

BAKER DISTRIBUTING COMPANY

By: _____


Barry S. Logan
Vice President