

618293

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

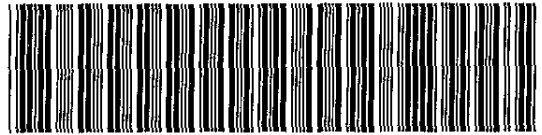
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02 DEC 27 PM 1:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

618293
JC

RECEIVED
02 DEC 27 PM 3:52
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
SECRETARY OF STATE

eff 12-31



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 30, 2002

SARA LEA
CSC

SUBJECT: BAKER DISTRIBUTING COMPANY
Ref. Number: G18293

We have received your document for BAKER DISTRIBUTING COMPANY and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

Document must be titled articles of merger and plan and agreement of merger.

The articles of merger must reflect that the surviving entity appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 802A00067776

RESUBMIT

Please give original
submission date as file date.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 07 PM 1:00

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DIVISION OF CORPORATIONS

02 DEC 31 PM 12:25

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ACCOUNT NO. : 072100000032
 REFERENCE : 873484 5034981
 AUTHORIZATION : *Patricia Aguero*
 COST LIMIT : \$ 60.00

ORDER DATE : December 27, 2002
 ORDER TIME : 2:57 PM
 ORDER NO. : 873484-010
 CUSTOMER NO: 5034981
 CUSTOMER: Ms. Lisette Luaces
 Watsco, Inc.
 Suite 901
 2665 South Bayshore Drive
 Coconut Grove, FL 33133

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

BAKER DISTRIBUTING COMPANY

INTO

BAKER DISTRIBUTING COMPANY
 LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

Articles of merger &
PLAN AND AGREEMENT OF MERGER

Exhibit A

OF

BAKER DISTRIBUTING COMPANY, INC.
(a Florida corporation)

618293

AND

BAKER DISTRIBUTING COMPANY LLC
(a Delaware limited liability company)

PLAN AND AGREEMENT OF MERGER entered into as of December 31, 2002 by Baker Distributing Company, Inc., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into as of December 31, 2002 by Baker Distributing Company LLC, a limited liability company of the State of Delaware, and approved by resolution adopted by its Board of Managers on said date.

WHEREAS, Baker Distributing Company, Inc. is a business corporation of the State of Florida with its principal office therein located at 7892 Baymeadows Way, City of Jacksonville, County of Duval; and

WHEREAS, the total number of shares of stock which Baker Distributing Company, Inc. has authority to issue is 60, all of which are of one class and of no par value; and

WHEREAS, Baker Distributing Company LLC is a limited liability company of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a limited liability company of another jurisdiction; and

WHEREAS, the Limited Liability Company Act of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a limited liability company of the State of Delaware; and

WHEREAS, Baker Distributing Company, Inc. and Baker Distributing Company LLC and the respective Board of Director and Board of Managers thereof declare it advisable and to the advantage, welfare, and best interests of said corporation and limited liability company and their respective stockholder and members to merge Baker Distributing Company, Inc. with and into Baker Distributing Company LLC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Limited Liability Company Act of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Baker Distributing Company, Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Baker Distributing Company LLC and approved by a resolution adopted by its Board of Managers, the Plan and Agreement of

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TALLAHASSEE
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Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Baker Distributing Company, Inc. and Baker Distributing Company LLC shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Limited Liability Company Act of the State of Delaware, be merged with and into a single limited liability company, to wit, Baker Distributing Company LLC, which shall be the surviving limited liability company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Company", and which shall continue to exist under its present name pursuant to the provisions of the Limited Liability Company Act of the State of Delaware. The separate existence of Baker Distributing Company, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Organization of the Surviving Company as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; such Certificate of Organization shall continue to be the Certificate of Organization of the Surviving Company until amended and changed pursuant to the provisions of the Limited Liability Company Act of the State of Delaware.

3. The present operating agreement of the Surviving Company will be the operating agreement of the Surviving Company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Limited Liability Company Act of the State of Delaware.

4. The managers and officers of the Surviving Company in office at the effective time of the merger shall be the members of the first Board of Managers and the first officers of the Surviving Company, all of whom shall be the managers and officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the Surviving Company.

5. Each issued share of the Terminating Corporation shall, at the effective time of the merger, be cancelled. The issued membership interests of the Surviving Company shall not be converted or exchanged in any manner, but each membership interest issued as of the effective date of the merger shall continue to represent one issued membership interest of the Surviving Company.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Company in accordance with the provisions of the Limited Liability Company Act of the State of Delaware, this corporation and limited liability company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the Terminating Corporation and of

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the Board of Managers of the Surviving Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be 11:59 p.m. on December 31, 2002.

9. See below.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 31, 2002.

BAKER DISTRIBUTING COMPANY, INC.

By: 

Barry S. Logan, Vice President

BAKER DISTRIBUTING COMPANY LLC

By: 

Barry S. Logan, Vice President

9. The surviving entity (Baker Distributing Company LLC) appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

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ARTICLES OF MERGER
AND

PLAN AND AGREEMENT OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Baker Distributing Company	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Baker Distributing Company LLC	Delaware

THIRD: The terms and conditions of the merger are as follows:

See attached sheet

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TALLAHASSEE, FLORIDA

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(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached sheet

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See attached sheet.

(Attach additional sheet(s) if necessary)

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Barry S. Logan
2665 South Bayshore Drive, Suite 901
Coconut Grove, Florida 33133

Ana M. Menendez
2665 South Bayshore Drive, Suite 901
Coconut Grove, Florida 33133

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached sheet.

EIGHTH: Other provisions, if any, relating to the merger:

See attached sheet.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER
Merger Sheet

MERGING:

BAKER DISTRIBUTING COMPANY, a Florida entity, G18293
,

INTO

BAKER DISTRIBUTING COMPANY LLC, entity not qualified in Florida.

File date: December 27, 2002, effective December 31, 2002

Corporate Specialist: Tammi Cline

Account number: 072100000032

Amount charged: 60.00