

CT

INFORMATION SYSTEMS

G36822

FILED  
01 MAY 29 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

~~(1) Ag-Mart Produce Inc.~~

(2) Ag-Mart Produce Inc. Merged Into: Green Stripe, Inc.

Merger

DEFECTIVE DATE  
5/31/01100004325751--7  
-05/29/01--01110--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<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
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<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
<input type="checkbox"/> Mail Out		

RECEIVED  
01 MAY 29 PM 12:07  
DIVISION OF CORPORATION

Name 5/29/01      5/29/01  
 Availability 5/29/01  
 Document ADP  
 Examiner ADP  
 Updater ADP  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_

Order#: 4435077

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

2nd

660 East Jefferson Street  
 Tallahassee, FL 32301  
 Tel. 850 222 1092  
 Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AG-MART PRODUCE INC., a Florida corporation G36822  
,

INTO

**GREEN STRIPE, INC.**, a Pennsylvania entity not qualified in Florida.

File date: May 29, 2001, effective May 31, 2001

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE  
5/31/01

ARTICLES OF MERGER  
(PROFIT CORPORATIONS)

AG-MART PRODUCE INC., a Florida corporation  
into  
GREEN STRIPE, INC., a Pennsylvania corporation

FILED  
01 MAY 29 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101 - 607.1107, F.S.:

FIRST: The name and jurisdiction of the Surviving Corporation is:

Green Stripe, Inc. - Pennsylvania

SECOND: The name and jurisdiction of the Merging Corporation is:

Ag-Mart Produce Inc. - Florida

THIRD: The Plan and Agreement of Merger is attached hereto.

FOURTH: The merger shall become effective on May 31, 2001.

FIFTH: The Plan of Merger was adopted by Unanimous Written Consent of the Shareholders of the Surviving Corporation with an effective date as of May 31, 2001.

SIXTH: The Plan of Merger was adopted by Written Consent of the Sole Shareholder of the Merging Corporation with an effective date as of May 31, 2001.

The Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed on May 25, 2001, effective as of May 31, 2001.

SURVIVING CORPORATION:

GREEN STRIPE, INC., a  
Pennsylvania corporation

By: 

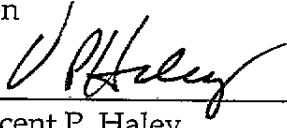
Vincent P. Haley  
Vice President

(SIGNATURES CONTINUED ON THE FOLLOWING PAGE)

MERGING CORPORATION:

AG-MART PRODUCE INC., a Florida  
corporation

By: \_\_\_\_\_

  
Vincent P. Haley  
Vice President

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made as of the 25<sup>th</sup> day of May, 2001, with an effective date of May 31, 2001, by and between GREEN STRIPE, INC., a Pennsylvania corporation (hereinafter referred to as "Green Stripe"), and AG-MART PRODUCE INC., a Florida corporation (hereinafter referred to as "Ag-Mart") (each being hereinafter sometimes referred to as a "Corporation" or collectively referred to as the "Corporations").

### WITNESSETH:

WHEREAS, Green Stripe is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, having been incorporated on September 20, 1989, and having an authorized capital stock consisting of 20,000 shares of Common Stock, of which 6,001 are issued and outstanding; and

WHEREAS, Ag-Mart is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on May 3, 1983, and having an authorized capital stock consisting of 7,500 shares of Common Stock, of which 500 are issued and outstanding; and

WHEREAS, the Board of Directors and Shareholders of each Corporation have this day determined it to be in the best interests of each Corporation that they be merged.

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants and conditions herein contained, and for other good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, do hereby agree as follows:

1. MERGER. Ag-Mart shall be merged with and into Green Stripe on the effective date hereinafter set forth, in accordance with the applicable laws of the Commonwealth of Pennsylvania and the State of Florida, and on the terms and conditions set forth in this Plan and Agreement of Merger. From and after such effective date, Green Stripe shall be the surviving corporation (the "Surviving Corporation") and shall continue to do business as a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, unaffected and unimpaired by the merger, with all rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized and existing under the laws of the Commonwealth of Pennsylvania.

2. ARTICLES OF INCORPORATION OF SURVIVING CORPORATION. The Articles of Incorporation of Green Stripe, upon the effective date of the merger, shall be the Articles of Incorporation of the Surviving Corporation.

3. BY-LAWS OF SURVIVING CORPORATION. The By-Laws of Green Stripe in force on the effective date of the merger, shall be the By-Laws of the Surviving Corporation until altered, amended or repealed.

4. DIRECTORS AND OFFICERS.

(a) The directors of Green Stripe shall be the directors of the Surviving Corporation.

(b) The officers of Green Stripe shall be the officers of the Surviving Corporation.

##### 5. SHARES OF CONSTITUENT CORPORATIONS.

(a) Each share of capital stock of Green Stripe outstanding on the effective date of the merger shall thereupon, without further action, be and continue to be one (1) share of the capital stock of the Surviving Corporation.

(b) All of the authorized and outstanding shares of the capital stock of Ag-Mart and all rights and respects thereof, shall be cancelled forthwith as of the effective date of the merger. The certificates evidencing the shares of stock shall be surrendered and cancelled, without consideration.

##### 6. EFFECT OF MERGER. Upon this merger becoming effective:

(a) The separate existence of Ag-Mart shall terminate and Green Stripe shall become the owner, without other transfer or further act or deed, of all of the rights, privileges, powers, property, franchises, estates and interests of every kind of Ag-Mart, as effectually as the property of the Surviving Corporation as they were of Ag-Mart; and Green Stripe shall be subject to all debts and liabilities of Ag-Mart in the same manner as if Green Stripe had itself incurred them; and Green Stripe shall be subject to all of the restrictions, disabilities and duties of each Corporation, which shall not revert or be in any way impaired by reason of this merger; and rights of creditors and liens upon any property of either of the Corporations shall be preserved unimpaired.

(b) The assets and liabilities of Ag-Mart shall be taken up on the books of Green Stripe in the respective amounts at which they shall at that time be carried on the books of Ag-Mart.

7. EFFECTIVE DATE OF MERGER. This Plan and Agreement of Merger shall be effective upon the filing of the respective requisite forms of Articles of Merger with the Pennsylvania Department of State and the Florida Department of State.

IN WITNESS WHEREOF, each Corporation has caused this Plan and Agreement of Merger to be executed by its respective duly authorized officers as of the day and year first above written.

GREEN STRIPE, INC., a Pennsylvania corporation

By: V P Haley

Vincent P. Haley, Vice President

AG-MART PRODUCE INC., a Florida corporation

By: V P Haley

Vincent P. Haley, Vice President