

Document Number Only

H10546

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Naples Foods, Inc.

St Augustine Foods, Inc.

Sunshine WSP, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ Call When Ready

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☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

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Availability

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Examiner

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Verifier

Acknowledgment

W.P. Verifier

AUG 31 1998

EFFECTIVE DATE

9-5-98

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

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DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NAPLES FOODS, INC., a Florida corporation, S00814

ST. AUGUSTINE FOODS, INC., a Florida corporation, P94000001812

INTO

SUNSHINE WSMP, INC., a Florida corporation, H10546.

File date: August 31, 1998 , effective September 5, 1998

Corporate Specialist: Teresa Brown

EFFECTIVE DATE

9-5-98

ARTICLES OF MERGER

of

NAPLES FOODS, INC. AND
ST. AUGUSTINE FOODS, INC.

into

SUNSHINE WSMP, INC.

Sunshine WSMP, Inc., a Florida corporation (the "Surviving Corporation"), hereby submits these Articles of Merger for the purpose of merging each of its direct, wholly-owned subsidiary corporations, Naples Foods, Inc., a Florida corporation ("Naples") and St. Augustine Foods, Inc., a Florida corporation ("St. Augustine" and, together with Naples, the "Merging Corporations"), into the Surviving Corporation:

- I. The following Plan of Merger was duly approved by the board of directors of the Surviving Corporation in the manner prescribed by law:

AGREEMENT AND PLAN OF MERGER

of

NAPLES FOODS, INC.
ST. AUGUSTINE FOODS, INC.

and

SUNSHINE WSMP, INC.

August 27, 1998

A. *Corporations Participating in Merger.*

1. Parties to Merger. Naples Foods, Inc., a Florida corporation ("Naples") and St. Augustine Foods, Inc., a Florida corporation ("St. Augustine" and, together with Naples, the "Merging Corporations") will merge into Sunshine WSMP, Inc., a Florida corporation, which will be the surviving corporation (the "Surviving Corporation").

2. Merger of Subsidiaries into Parent. The Surviving Corporation is the parent of each of the Merging Corporations and each of the Merging Corporations is a direct, wholly-owned subsidiary of the Surviving Corporation. The merger contemplated hereby shall be effectuated pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Merger Statute"), without the approval of the shareholders of the Merging Corporations or the Surviving Corporation in accordance with the Merger Statute.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. *Name of Surviving Corporation.*

After the merger contemplated by this Agreement and Plan of Merger (the "Plan of Merger"), the Surviving Corporation will have the name "Sunshine WSMP, Inc."

C. *Merger.*

The merger of the Merging Corporations into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporations will cease, and the corporate existence of the Surviving Corporation will continue under the Articles of Incorporation and Bylaws, as in effect on the date hereof, of the Surviving Corporation. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. *Conversion and Exchange of Shares.*

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. Merging Corporation. Each outstanding share of each of the Merging Corporations will be automatically cancelled without any further act on the part of either of the Merging Corporations or the Surviving Corporation; inasmuch as the Surviving Corporation is sole stockholder of each of the Merging Corporations, no additional shares of stock will be issued to the Surviving Corporation, as sole stockholder of each of the Merging Corporations, upon such cancellation.

3. Fractional Shares. No fractional shares will be issued. Any shareholder of either or both of the Merging Corporations who would otherwise be entitled to receive five-tenths (.5) or more of a share will instead receive an additional whole share; and any shareholder who would otherwise be entitled to less than five-tenths (.5) of a share will not receive any consideration for such fractional interest.

4. Surrender and Cancellation of Share Certificates. Each holder of a certificate representing shares to be converted, exchanged or cancelled in the merger will surrender such certificate at or prior to the Effective Time. At the Effective Time, such certificate shall be marked cancelled and placed in the books and records of the Merging Corporations.

E. *Amendments to Articles of Incorporation.*

The Articles of Incorporation of the Surviving Corporation shall not be hereby amended.

F. *Abandonment.*

Approval of the Merging Corporations' shareholders and the Surviving Corporation's shareholders is not required under the Merger Statute because each of the Merging Corporations is 100% owned by the Surviving Corporation. At any time prior to the Effective Time, the board of directors of the Surviving Corporation may, in its discretion, abandon or amend the merger.

G. *Waiver.*

The Surviving Corporation, as sole shareholder of each of the Merging Corporations, hereby waives the mailing requirement set forth in Subsection (2) of the Merger Statute and all other rights to notice or to dissent from the merger herein described, except as otherwise required by law.

H. *Required Statutory Provision.*

Shareholders of the Merging Corporations who, except for the applicability of Section 607.1104, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, may be entitled, if they comply with the applicable provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

I. *Effective Time and Filing of Articles of Merger.*

The merger of the Merging Corporation with and into the Surviving Corporation will become effective at 11:56 p.m. on Saturday, September 5, 1998 (the "Effective Time"). As soon as practicable after the date hereof, the Surviving Corporation shall deliver to the Department of State of Florida for filing articles of merger setting forth this Plan of Merger, a statement to the effect that shareholder approval was not required, and that the merger contemplated hereby shall take effect at the Effective Time.

II. Notwithstanding that these Articles of Merger may be filed prior to such date, the effective date and time of these Articles of Merger shall be 11:56 p.m. on Saturday, September 5, 1998.

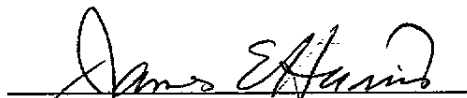
III. Shareholder approval of the Plan of Merger was not required because the Surviving Corporation was the owner of 100% of the outstanding shares of each class of the Merging Corporation and the Plan of Merger does not provide for any changes in the articles of incorporation of the Surviving Corporation that require shareholder action.

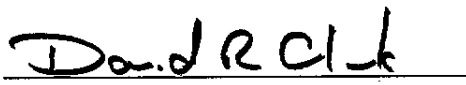
IV. The Plan of Merger set forth above was adopted by the boards of directors of each of the Merging Corporations and the Surviving Corporation on August 27, 1998.

This the 27th day of August, 1998.

Sunshine WSMP, Inc.

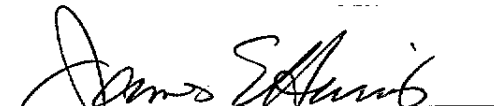
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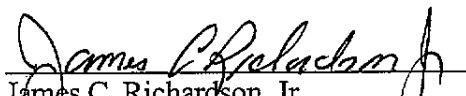

Secretary

By: 
David R. Clark
President

Naples Foods, Inc.


ATTEST:

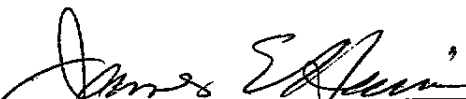

Secretary

By: 
James C. Richardson, Jr.
Vice President

St. Augustine Foods, Inc.

ATTEST:


Ass't. Secretary

By: 
James E. Harris
Vice President