

H24950

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MERGER OR SHARE EXCHANGE

Joffrey's Coffee & Tea Co.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Merger/CC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF
JOFFREY'S HOLDING COMPANY, INC.
INTO
JOFFREY'S COFFEE & TEA CO.

THESE ARTICLES OF MERGER (these "Articles") are being submitted for filing in accordance with Sections 607.1104 and 607.1105 of the Florida Statutes in connection with the merger of Joffrey's Holding Company, Inc. with and into Joffrey's Coffee & Tea Co. (the "Merger"):

FIRST: Merging Entity. The exact name, street address of its principal office, jurisdiction and entity type for the merging entity ("Merging Entity") is as follows:

Name: Joffrey's Holding Company, Inc.
Street Address: 3803 Corporex Park Drive, Suite 400, Tampa, Florida 33619
Jurisdiction: Florida
Entity Type: corporation
Florida Doc. No.

SECOND: Surviving Entity. The exact name, street address of its principal office, jurisdiction and entity type of the surviving entity ("Surviving Entity") is as follows:

Name: Joffrey's Coffee & Tea Co.
Street Address: 3803 Corporex Park Drive, Suite 400, Tampa, Florida 33619
Jurisdiction: Florida
Entity Type: corporation
Florida Doc. No.: H24950

THIRD: Plan of Merger; Satisfaction of Conditions. The Agreement and Plan of Merger (the "Plan of Merger") for the Merger is attached hereto as Exhibit A, and by this reference is incorporated in these Articles in its entirety. All conditions precedent to the Merger, as specified in the Plan of Merger, have been met or waived by the constituent companies to the Merger. The Plan of Merger complies with the applicable provisions of Chapter 607, Section 1104 of the Florida Statutes (the "F.S.").

FOURTH: The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by Surviving Corporation. The board of directors of the Surviving Entity unanimously approved and adopted the Plan of Merger on February 17, 2016. Shareholder approval was not required under Section 607.1104 F.S.

SIXTH: Adoption of Merger by Merging Corporation. The board of directors of the Merging Entity unanimously approved and adopted the Plan of Merger on February 17, 2016. The Plan of Merger was unanimous approved by the holders of all of the outstanding shares of common stock of the Merging Entity on February 17, 2016.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be executed and acknowledged in their respective names by their respective officers, duly authorized, in accordance with the laws of the State of Florida, all on and as of this 28th day of March, 2016.

Joffrey's Holding Company, Inc.

By: 
Ted Abrams, President

Joffrey's Coffee & Tea Co.

By: 
Ted Abrams, President

Apr. 5. 2016 12:01PM

No. 3264 P. 5/8

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Exhibit A

Agreement and Plan of Merger

(Attached)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement"), is made and entered into as of the 18th day of February, 2016, by and between Joffrey's Holding Company, Inc., a Florida corporation ("Merged Corporation"), and Joffrey's Coffee & Tea Co., a Florida corporation ("Surviving Corporation").

WITNESSETH:

WHEREAS, Merged Corporation desires to merge with and into Surviving Corporation; and

WHEREAS, Merged Corporation owns at least eighty percent (80%), but less than all, of the issued and outstanding shares of common stock of Surviving Corporation; and

WHEREAS, the Board of Directors and shareholders of the Merged Corporation deem it advisable and in the best interests of the Merged Corporation that the Merged Corporation be merged into the Surviving Corporation, on the terms and conditions set forth herein and in accordance with Section 607.1104 of the Florida Business Corporation Act; and

WHEREAS, the Board of Directors of Merged Corporation approved this Agreement and Plan of Merger (the "Plan of Merger") and the shareholders of Merged Corporation approved the Plan of Merger on recommendation of the Board of Directors on February 17, 2016; and

WHEREAS, the Board of Directors of Surviving Corporation approved this Agreement and Plan of Merger on February 17, 2016.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

**ARTICLE I
MERGER**

Section 1.1 **Merger**. Subject to the terms and conditions set forth in this Agreement and Plan of Merger, at the Effective Time (as defined in Section 1.2 hereof), the Merged Corporation shall be merged with and into the Surviving Corporation in accordance with Section 607.1104 of the Florida Business Corporation Act (the "Merger"). The separate existence of the Merged Corporation shall cease at the Effective Time and the existence of the Surviving Corporation shall be unaffected and unimpaired by the Merger. The Surviving Corporation shall continue to exist and to be governed by the laws of the State of Florida.

Section 1.2 **Effective Time**. The Merger contemplated by this Agreement and Plan of Merger shall be effective upon filing articles of merger with the Florida Department of State (the "Effective Time").

**ARTICLE II
EFFECTS OF THE MERGER**

The Merger shall have the effects set forth in this Agreement and the applicable provisions of the Florida Business Corporation Act ("FBCA").

**ARTICLE III
MANNER AND BASIS OF CONVERTING SHARES**

Merged Corporation owns at least eighty percent (80%), but less than all, of the issued and outstanding shares of common stock of Surviving Corporation. At and after the Effective Time, by virtue of the Merger and without any action on the part of Surviving Corporation, Merged Corporation or the holders of any securities thereof, each of the issued and outstanding shares of common stock of Merged Corporation will be converted into one (1) share of common stock of Surviving Corporation and each share of Company stock held by Merged Corporation will be cancelled. All other outstanding shares of common stock of Surviving Corporation will be converted into the rights to receive Thirty-Eight Cents (38¢) per share subject to the stockholders' dissenting rights of appraisal as set forth in Section 1323 of the FBCA. All such shares so converted shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist by virtue of the Merger, except for the right to receive the merger consideration of Thirty-Eight Cents (38¢) per share.

The shareholders of the Surviving Corporation, who, except for the applicability of Section 607.1104 of the FBCA, would be entitled to vote and who dissent from the Merger pursuant to Section 607.1321 of the FBCA, may be entitled, if they comply with the provisions of the FBCA regarding appraisal rights of dissenting shareholder, to be paid the fair value of their shares. A dissenting stockholder will be entitled to receive only the payment provided for in Sections 1301-1333 of the FBCA with respect to such dissenting stockholders' shares.

**ARTICLE IV
APPROVAL**

The Merger shall be consummated pursuant to the terms of this Agreement and Plan of Merger, which has been approved by the Board of Directors and the shareholders of the Merged Corporation and by the Board of Directors of the Surviving Corporation.

**ARTICLE V
ARTICLES AND BYLAWS OF SURVIVING CORPORATION**

The Articles of Incorporation and the Bylaws of the Surviving Corporation as they exist at the Effective Time shall remain in full force and effect after the Effective Time and shall not be amended by virtue of the Merger.

**ARTICLE VI
BOARD OF DIRECTORS AND OFFICERS OF SURVIVING CORPORATION**

The Board of Directors and officers of Surviving Corporation in effect immediately prior to the time of the Merger becomes effective, will, upon the Effective Time, be and remain the Directors and officers of Surviving Corporation until the directors' and officers' successors are elected and qualified.

**ARTICLE VII
MISCELLANEOUS**


Section 7.1 Further Assurances. Each party to this Agreement and Plan of Merger agrees to do such things as may be reasonably requested by the other party in order more effectively to consummate or document the transactions contemplated by this Agreement and Plan of Merger.

Section 7.2 Counterparts. Any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

IN WITNESS WHEREOF, the undersigned entities have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

SURVIVING CORPORATION:

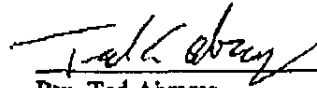
Joffrey's Coffee & Tea Co.



By: Ted Abrams
Its: President

MERGED CORPORATION:

Joffrey's Holding Company, Inc.



By: Ted Abrams
Its: President