

H29945

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Eastern Potato Dealers, Inc.

797A0058249

EFFECTIVE DATE
11/19/98

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-12/10/97--01044--014
****122.50 ****122.50

Art of Inc. File _____
LTD Partnership File merger
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
☒ Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy _____
Photo Copy _____

FILED
97 DEC 22 PM 4:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

File Third

Name	W. P. Verifier
Address	12/26/97
Document	Don
Ex. Order	Don
Updater	Don
Update	Don
Verifier	Don
Acknowledgement	Don
W.P. Verifier	Don

Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____

Signature

Requested by: Cher 12-10 1014
Name Date Time

Walk-In _____ Will Pick Up _____

Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

H29945

ARTICLES OF MERGER
Merger Sheet

MERGING:

EASTERN POTATO DEALERS OF MAINE, INC., a Maine corporation
F97000006522

INTO

EASTERN POTATO DEALERS, INC., a Florida corporation, H29945

File date: December 22, 1997, effective January 1, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 10, 1997

CAPITAL CONNECTION, INC.
ATTN: CHER
TALLAHASSEE, FL

SUBJECT: EASTERN POTATO DEALERS OF MAINE, INC.
Ref. Number: F97000006522

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Handwritten: corrected

We have received your document for EASTERN POTATO DEALERS OF MAINE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a profit corporation are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a copy of chapter 607, Florida Statutes. Please refer to section 607.1101 through 607.1107, Florida Statutes, which may pertain to the corporations involved in the merger.

THERE ARE NUMEROUS ERRORS AND ITEMS NOT REFERRED TO IN THE DOCUMENT SUBMITTED.

THE STATE OF INCORPORATION OF EACH CORPORATION MUST BE STATED THROUGHOUT THE DOCUMENT.

PLEASE EXPLAIN THE NAME CHANGE OF THE SURVIVOR IN THE PLAN OF MERGER AS A RESULT OF THE MERGER.

THE MANNER OF ADOPTION MUST BE STATED. WHO ADOPTED THE MERGER?(DIRECTORS, SHAREHOLDERS)

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Vertical stamp: 97 DEC 24 11:06 AM
Vertical stamp: 97 DEC 24 11:06 AM

Karen Gibson
Corporate Specialist

Letter Number: 797A00058249

EFFECTIVE DATE
11/1/98

ARTICLES OF MERGER

OF

EASTERN POTATO DEALERS OF MAINE, INC.,
a Maine corporation,

AND

EASTERN POTATO DEALERS, INC.,
a Florida corporation
f/k/a Red Hawk Farms, Inc.
a Florida corporation.

FILED
97 DEC 22 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1105 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger. The name of the surviving corporation, upon the effective date of merger, will be EASTERN POTATO DEALERS, INC., a Florida corporation.

1. PLAN OF MERGER

(a) The names of the corporations proposing to merge are:

- (1) EASTERN POTATO DEALERS OF MAINE, INC., a Maine corporation
- (2) EASTERN POTATO DEALERS, INC., a Florida corporation

The name of the surviving corporation into which each other corporation plans to merge is:

EASTERN POTATO DEALERS, INC., a Florida corporation.

(b) The terms and conditions of the proposed merger are:

- (1) Date of Adoption: November 24, 1997
- (2) Effective Date: January 1, 1998
- (3) Office Address: 1255 W. Atlantic Blvd., Suite 22
Pompano Beach, Florida 33069
- (4) Fiscal Year: January 1 - December 31

(5) Officers and Directors:

President: Morton Zahler
Vice President: Jo Ann Zahler

(c) Changes in Articles of Incorporation of surviving corporation, EASTERN POTATO DEALERS, INC., a Florida corporation, are:

- (1) The name will be changed to EASTERN POTATO DEALERS, INC., a Florida corporation, to more effectively do business in States other than Maine
- (2) The location and place of business will be changed as above.
- (3) The Officers will be changed as above.

2. ADOPTION OF AGREEMENT.

The plan of merger was adopted by a special meeting of the Directors and Shareholders of each of the corporations on November 24, 1997. At each of the meetings, a quorum was present and the plan of merger received, in each case, the number of votes sufficient for approval. The plan was adopted by written consent and executed in accordance with Section 617.0701. It was approved that for each 25 shares of Eastern Potato Dealers of Maine, Inc., a Maine corporation, each shareholder would receive 1 share of Red Hawk Farms, Inc., a Florida corporation, now known as Eastern Potato Dealers, Inc., a Florida corporation, and Red Hawk Farms, Inc., a Florida corporation, now known as Eastern Potato Dealers, Inc., a Florida corporation, would end up with a total of 400 shares.

3. EFFECTIVE DATE.

The effective date of the merger will be January 1, 1998.

DATED THE 22 DAY OF DECEMBER, 1997.

ATTEST:

EASTERN POTATO DEALERS OF MAINE, INC.,
a Maine corporation

By: [Signature]

By: [Signature]

(SEAL)

ATTEST:

EASTERN POTATO DEALERS, INC.,
a Florida corporation

By: [Signature]

By: [Signature]

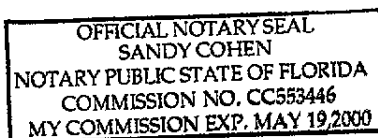
(SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22 day of December, 1997, by Morton Zahler, President of EASTERN POTATO DEALERS OF MAINE, INC., a Maine corporation, on behalf of the merged corporation, and he produced _____ as identification or is personally known to me.

[Signature]
NOTARY PUBLIC

My commission Expires:



STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22 day of December, 1997, by Morton Zahler, President of EASTERN POTATO DEALERS, INC., a Florida corporation, on behalf of the merged corporation, and he produced _____ as identification or is personally known to me.


NOTARY PUBLIC

My commission Expires:

