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K15306

August 28, 2002

VIA FEDERAL EXPRESS

Secretary of State
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

200007418662--6
-08/29/02--01021--004
*****35.00 *****35.00

200007418662--6
-09/20/02--01070--004
*****35.00 *****35.00

Re: A Touch of Pepper, Inc., a Florida Corporation Being Merged into A Touch of
Pepper, Inc., an Arkansas Corporation

Dear Secretary of State:

Enclosed please find originals of Articles and Agreement of Merger, whereby A Touch of Pepper, Inc., a Florida Corporation, has elected to merge into A Touch of Pepper, Inc., an Arkansas Corporation. Also enclosed is our filing fee in the amount of \$35.00, along with all copies to be stamped by your office.

Please file this merger and return the Certificate of Merger along with file-marked copies to my office in the enclosed self-addressed envelope.

Thank you for your assistance with this matter. Should you have questions or comments, please contact us at the above telephone number or address.

Sincerely,


Gregory M. Hopkins

GMH:rsp
Enclosures

FILED
02 AUG 9 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K15306 merger
8-29-02
11 pgs out



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 9, 2002

HOPKINS & ALLISON
% GREGORY HOPKINS
1000 WEST SECOND STREET
LITTLE ROCK, AR 72201

SUBJECT: A TOUCH OF PEPPER, INC.
Ref. Number: K15306

We have received your document for A TOUCH OF PEPPER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50. —

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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 302A00051706

ARTICLES OF MERGER
Merger Sheet

MERGING:

A TOUCH OF PEPPER, INC., a Florida entity, document K15306

INTO

A TOUCH OF PEPPER, INC., an Arkansas entity not qualified in Florida.

File date: August 29, 2002

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

02 AUG 29 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
A Touch of Pepper, Inc.	Arkansas	N/A

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
A Touch of Pepper, Inc.	Florida	K15306

Third: The Plan of Merger is attached.

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

OR (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 15, 2002

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 15, 2002

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

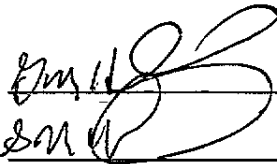
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

A Touch of Pepper, Inc.
An Arkansas Corporation



Gregory M. Hopkins, Acting Secretary

A Touch of Pepper, Inc.
A Florida Corporation



Gregory M. Hopkins, Acting Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
A Touch of Pepper, Inc.	Arkansas

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
A Touch of Pepper, Inc.	Florida

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

See attached

Fourth: 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 are as follows:

See attached

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

See attached

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached

**ARTICLES AND
AGREEMENT OF MERGER**

These Articles and Agreement of Merger, entered into effective 15 JULY, 2002 (the “**Adoption Date**”), by and between **A Touch of Pepper, Inc**, an Arkansas corporation (“**ATOP-Arkansas**” or “**Surviving Corporation**”) and **A Touch of Pepper, Inc**, a Florida corporation (“**ATOP-Florida**” or “**ATOP-Florida**”) (ATOP-Arkansas and ATOP-Florida are sometimes herein referred to as the “**Constituent Corporations**”) on the following terms and conditions:

1. **Merger.** ATOP-Florida and ATOP-Arkansas agree to and do hereby effect the merger of ATOP-Florida into ATOP-Arkansas on the terms and conditions hereinafter set forth.

2. **Surviving Corporation.** The name of the Surviving Corporation, from and after the Effective Date of this Merger, shall be A Touch of Pepper, Inc, an Arkansas corporation. From and after the Effective Date of the Merger, ATOP-Arkansas shall be deemed to be incorporated under the laws of the State of Arkansas.

3. **States of Incorporation.** ATOP-Florida was incorporated under the laws of the State of Florida on or about February 11, 1988. ATOP-Arkansas was incorporated under the laws of the State of Arkansas on or about January 28, 2002.

4. **Treatment of Shares of ATOP-Florida and ATOP-Arkansas Upon Merger.**
Upon the Effective Date of this Merger, the capital stock of ATOP-Florida and ATOP-Arkansas shall be treated and effected as follows:

- (a) As a result of this merger, all of the shares of ATOP-Florida Stock presently issued to and held by ATOP-Arkansas shall become 1,000 shares of ATOP-

Arkansas Common Stock, and, upon the Effective Date of the Merger, these shares of ATOP-Florida Stock shall be canceled.

- (b) After the Effective Date of the Merger, each holder of an outstanding certificate or certificates theretofore representing shares of Common Stock of ATOP-Florida shall surrender the same to the Corporate Secretary of ATOP-Arkansas, Ltd. and these certificates shall be canceled.

5. **Post-merger Capital Stock of Surviving Corporation.** From and after the Effective Date of the Merger, ATOP-Arkansas shall continue to have the authority to issue 100,000 shares of Class A Common Stock of a par value of \$1.00 per share.

6. **Effective Date of Merger.** Except as otherwise provided by law, the Effective Date of this Merger shall be the date these Articles of Merger are filed with the Office of the Secretary of State of Florida or the date these Articles of Merger are filed with the Office of the Secretary of State of Arkansas, whichever last occurs.

7. **Articles of Incorporation and By-Laws.** The Articles of Incorporation, as amended shall, on the Effective Date of the Merger, be the Articles of Incorporation of the Surviving Corporation until further altered, amended, or repealed, as provided by law. The By-Laws of ATOP-Arkansas in effect on the Effective Date of the Merger shall be the By-Laws of the Surviving Corporation until amended, altered, or repealed, as provided therein or by law.

8. **Directors and Officers of Surviving Corporation.** The Directors of ATOP-Arkansas on the Effective Date of the Merger shall continue to be Directors of the Surviving Corporation under the terms for which they were elected, and until their successors are elected and qualified as provided by law and by the By-Laws of the Surviving Corporation. The Officers of

ATOP-Arkansas on the Effective Date of the Merger shall continue to be Officers of the Surviving Corporation, and shall hold office until their respective successors are chosen and qualified, as provided by law and the By-Laws of the Surviving Corporation.

9. **Effect of Merger.** Upon this Merger becoming effective:

- (a) The Surviving Corporation shall possess all of the rights, privileges, powers, license, and franchises, of whatever nature and description, and shall likewise be subject to all the restrictions, disabilities, obligations, responsibilities and duties of each of the Constituent Corporations, except as provided herein, and except as otherwise provided by law;
- (b) The Surviving Corporation shall be vested with all property, real, personal, or mixed, owned by either ATOP-Florida or ATOP-Arkansas as of the Effective Date of the Merger; and
- (c) All property, rights, privileges, powers and franchises of the Constituent Corporations shall thereafter be property of the Surviving Corporation, but all rights of creditors and all liens upon any property of either of the merging corporations shall be preserved unimpaired, limited in lien to the property effected by such liens immediately prior to the Effective Date of the Merger; and all debts, liabilities, obligations, and duties of the Constituent Corporations shall thereafter attach to, and are expressly assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations, and duties had been incurred or contracted by it.

10. **Delivery of Instruments.** To the extent necessary to carry out and fully implement this Merger, from time to time as and when requested by the Surviving Corporation or by its successors and assigns, each of the Constituent Corporations shall execute and deliver, or cause to be executed and delivered, all deeds, assignments, bills of sales and all other instruments necessary and desirable in connection with the implementation of this Merger. The Constituent Corporations likewise agree to take all such other and further actions as the Surviving Corporation may deem necessary and desirable in connection with this Merger.

11. **Expenses of Merger.** The Surviving Corporation shall pay all expenses of effecting this Merger.

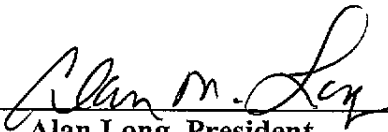
12. **Authorization.** This Agreement of Merger has been duly reviewed, authorized, and adopted by the unanimous written consent of the Board of Directors and Shareholders of each of the Constituent Corporations in accordance with the laws of the States of Florida and Arkansas. Specifically, ATOP-Florida has outstanding 500 shares of Common Stock and ATOP-Arkansas has outstanding 1,000 shares of Common Stock, all of which have voted in favor of the proposed merger.

13. **Counterparts.** Any number of counterparts of this Agreement may be executed and each such counterpart shall be deemed an original.

14. **Filing with Secretary of State.** The Surviving Corporation shall cause this Agreement of Merger to be filed with Offices of the Secretaries of State for the States of Florida and Arkansas and shall pay all fees and other charges in connection with such filing.

IN WITNESS WHEREOF, ATOP-Florida Corporation and ATOP-Arkansas, Ltd., pursuant to authority duly given by their respective Boards of Directors and Shareholders, have by their respective officers executed this Agreement effective on the date first above written.

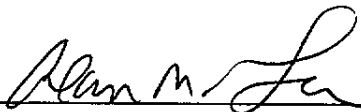
A Touch of Pepper, Inc., A Florida Corporation

By 
Alan Long, President

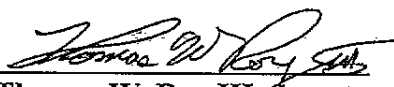
Attest:


Thomas W. Roy III, Secretary

A Touch of Pepper, Inc., An Arkansas Corporation

By 
Alan Long, President

Attest:


Thomas W. Roy III, Secretary