

# L00000008462

Document Number

Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-07/24/00--01092--001  
\*\*\*\*\*60.00 \*\*\*\*\*60.00

CORPORATION(S) NAME

Coulter Tropical Fruits, LLC Change of Name to: CC Tropicals, LLC  
Merging: CC Tropicals, Inc.

<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		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

07/24/00

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00 JUL 24 PM 12:20  
DIVISION OF CORPORATION

FILED  
00 JUL 24 PM 4:47  
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7/21/00

ARTICLES OF MERGER  
Merger Sheet

FILED  
DIVISION OF CORPORATIONS  
JUL 24 PM 4:47  
TALLAHASSEE, FLORIDA

MERGING: -----

CC TROPICALS, INC. (K53504), A FLORIDA CORORATION

INTO

COULTER TROPICAL FRUITS LLC which changed its name to

**CC TROPICALS, LLC**, a Florida entity, L00000008462.

File date: July 24, 2000 , effective July 31, 2000

Corporate Specialist: Buck Kohr

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Coulter Tropical Fruits, LLC 790 NW 107 <sup>th</sup> Avenue Suite 215 Miami, FL 33172	FL	limited liability company

Florida Document/Registration Number: L00000008462  
FEI Number: applied for

2. CC Tropicals, Inc. 790 NW 107 <sup>th</sup> Avenue Suite 215 Miami, FL 33172	FL	Corporation
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Florida Document/Registration Number: K53504  
FEI Number: 65-0091954

Except for the Florida corporation and Florida limited liability company set forth above, there are no other parties to this merger.

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CC Tropicals, LLC 790 NW 107 <sup>th</sup> Avenue Suite 215 Miami, FL 33172	FL	limited liability company

Florida Document/Registration Number: L00000008462  
FEI Number: applied for

**THIRD:** The attached Plan Of Merger meets the requirements of sections(s) 607.1108, 608.438, Florida Statutes, and was approved by each domestic corporation, and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

FILED  
CLERK OF CIRCUIT COURT  
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EFFECTIVE DATE  
7/31/00

**FOURTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited under the agreement of any partnership or limited partnership or the regulations or articles of organizations of any limited liability company that is a party to the merger.

**FIFTH:** The merger shall become effective as of July 31, 2000.

**Sixth:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

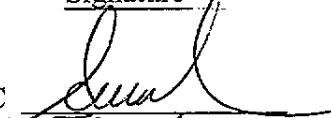
**SEVENTH:** Signature for each party:

Name of Entity  
Individual

Signature

Typed or Printed Name of

Coulter Tropical Fruits, LLC

  
TRUSTEE

The Wallace H. Coulter Trust  
Member  
By: Sue Van, trustee

EFFECTIVE DATE  
7/31/00

CC Tropicals, Inc.

  
PRESIDENT

Sue Van

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STATE OF CALIFORNIA

## PLAN OF MERGER

The following plan of merger, which has been adopted and approved by each party to the merger in accordance with sections 607.1103 and 608.4381 and is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes,

**FIRST**: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Coulter Tropical Fruits, LLC	FL
CC Tropicals, Inc.	FL

**SECOND**: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CC Tropicals, LLC	FL

**THIRD**: The terms and conditions of the merger are as follows:

- a. The Wallace H. Coulter Trust (the "Trust") owns all the issued and outstanding shares of CC Tropicals, Inc. and one hundred percent (100%) of the interest in Coulter Tropical Fruits, LLC. On the effective date of the merger, the existence of CC Tropicals, Inc. shall cease and Coulter Tropical Fruits, LLC shall be the surviving entity. The name of the surviving entity shall be changed to CC Tropicals, LLC. (*Hereinafter, the surviving entity shall be referred to as CC Tropicals, LLC.*)
- b. The title to all property owned by CC Tropicals, Inc. shall be vested in CC Tropicals, LLC.
- c. CC Tropicals, LLC, the surviving entity, shall after the merger, be responsible and liable for all of the obligations of each party subject to the merger.
- d. CC Tropicals, LLC shall be substituted in any proceeding for CC Tropicals, Inc., which will cease to exist after the merger.
- e. Neither the rights of the creditors nor the liens upon any property of each party subject to the merger shall be impaired by the merger.
- f. With the exception of the name change set forth in subparagraph (a) herein, the Articles of Organization and the Operating Agreement of the surviving entity, CC Tropicals, LLC, in effect immediately prior to the time of the merger becomes effective shall be the Articles of Organization and Operating Agreement of the surviving entity.
- g. The officers of CC Tropicals, Inc. and the member of CC Tropicals, LLC are authorized to take all actions necessary to carry out the merger according to the terms and conditions of the Plan of Merger.

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DIVISION OF CORPORATIONS  
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EFFECTIVE DATE  
7/2/00

**FOURTH:** Since the Wallace H. Coulter Trust (the "Trust") owns all the issued and outstanding shares of CC Tropicals, Inc. and one hundred percent (100%) of the interest in Coulter Tropical Fruits, LLC, upon the effective date of the merger, the Wallace H. Coulter Trust will own one hundred percent (100%) of the surviving entity, CC Tropicals, LLC. Therefore, no additional provisions need to be implemented to convert the shares of CC Tropicals, Inc. into an interest in CC Tropicals, LLC. In addition, no additional provisions need to be implemented to convert rights to acquire shares in CC Tropicals, Inc. into rights to acquire an interest in CC Tropicals, LLC.

**FIFTH:** The surviving entity, CC Tropicals, LLC is **not** a manager – managed company.

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OFFICE OF CORPORATIONS  
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EFFECTIVE DATE  
7/31/00