



L000000014145

ACCOUNT NO. : 072100000032

REFERENCE : 900981 4362770

AUTHORIZATION :

Patricia Poyth

COST LIMIT : ~~\$ 78.75~~ \$90.00 per BKC

ORDER DATE : November 16, 2000

ORDER TIME : 9:34 AM

ORDER NO. : 900981-010

CUSTOMER NO: 4362770

700003467297--5

CUSTOMER: Michael Male, Esq.
Michael H. Male, P.A.
Suite 303
3250 Mary Street
Miami, FL 33133

ARTICLES OF MERGER

FLORIDA JUICE INVESTORS, INC.

INTO

FLORIDA JUICE INVESTORS,
L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS:

JB
11-16-00

RECEIVED
OFFICE OF THE
CLERK OF THE
SUPREME COURT
00 NOV 16 AM 9:49
TO AGENCY OF FILING
SUFFICIENCY OF FILING

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 16 PM 12:05

APPROVED
AND
FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA JUICE INVESTORS, INC. A Florida corporation, P00000029600

INTO

FLORIDA JUICE INVESTORS, LLC, a Florida entity, L00000014145

File date: November 16, 2000

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 90.00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 07.1109, 608.4382, and/or 620.203, 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. Florida Juice Investors, Inc. 777 East Atlantic Avenue, Suite Z Delray Beach, Florida 33483	Florida	Corporation

Florida Document/Registration Number: P00000029600 FEI Number: 65-1014542

2. Florida Juice Investors, LLC 777 East Atlantic Avenue, Suite Z Delray Beach, Florida 33483

Florida Document/Registration Number: LD0000004145 FEI Number: _____

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>
Florida Juice Investors, LLC 777 East Atlantic Avenue, Suite Z Delray Beach, Florida 33483		

Florida Document/Registration Number: LD0000004145 FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

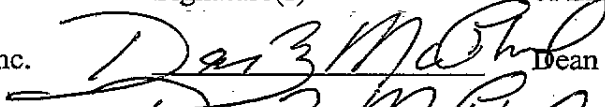
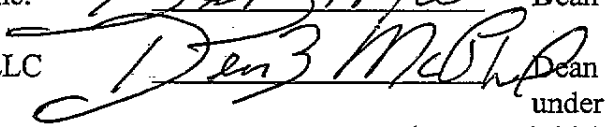
FOURTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

APPROVED
AND
FILED
00 NOV 16 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIXTH: the merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Florida Juice Investors, Inc.		Dean B. McPhail, President
Florida Juice Investors, LLC		Dean B. McPhail, as trustee under that certain Dean B. McPhail Revocable Living Trust dated May 1, 1997

APPROVED
AND
FILED
00 NOV 16 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

Florida Juice Investors, Inc.	Florida
Florida Juice Investors, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
-------------	---------------------

Florida Juice Investors, LLC	Florida
------------------------------	---------

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

1. The effective date and time of the merger of Florida Juice Investors, Inc., a Florida corporation (the "Disappearing Entity"), with and into Florida Juice Investors, LLC, a Florida limited liability company, with Florida Juice Investors, LLC being the surviving entity in the merger (the "Surviving Entity"), shall be upon the filing article of merger to the Department of State of Florida.

2. Each member interest in the Surviving Entity immediately prior to the Effective Date shall, by virtue of the merger and without any action upon the part of the holder thereof, be cancelled and shall no longer outstanding at the Effective Date of the merger. Each share of capital stock of the Disappearing Entity issued and outstanding at the Effective Date of the merger shall, by virtue of the merger and without any action upon the part of the holder thereof, no longer be issued and outstanding and shall be converted into a member interest in the Surviving Entity equal to the percentage of the total shares of capital stock of the Disappearing Entity outstanding as of the Effective Date that is represented by one share of capital stock of the Disappearing Entity.

3. No changes to the Articles of Organization of the Surviving Entity will be effected by the merger.

4. If, at any time after the Effective Date of the merger, the Surviving Entity shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Entity, title to and possession of any property or right of the Disappearing Entity acquired or to be acquired by reason of, or as a result of, the merger, or (b) otherwise to carry out the purposes of this Plan of Merger, the Disappearing Entity and its proper officers and directors shall be

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 16 PM 12:05

APPROVED
AND
FILED

deemed to have granted hereby to the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such property or rights in the Surviving Entity and otherwise to carry out the purpose of this Plan of Merger; and the proper representatives of the Surviving Entity are, and each of them acting separately is, fully authorized in the name of the Disappearing Entity or otherwise to take any and all such action.

FOURTH: The Surviving Entity is a limited liability company managed by its members, and the name and address of the managing member is Dean B. McPhail, as trustee under that certain Dean B. McPhail Revocable Living Trust Dated May 1, 1997.

APPROVED
AND
FILED
00 NOV 16 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA