

CT CORPORATION SYSTEM

CORPORATION(S) NAME

L000000016203

FBCM Acquisition, LLC

- | | | |
|--|---|---|
| ☐ Profit | ☐ Amendment | ☐ Merger |
| ☐ Nonprofit | | |
| ☐ Foreign | ☐ Dissolution/Withdrawal | ☐ Mark |
| | ☐ Reinstatement | |
| ☐ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ LLC | ☐ Name Registration | ☐ Change of RA |
| | ☐ Fictitious Name | ☐ UCC |
| ☐ Certified Copy | ☐ Photocopies | ☐ CUS |
| ☐ Call When Ready | ☐ Call If Problem | ☐ After 4:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

12/27/00

*Pile
2nd*

Order#: 3482437

Ref#: _____

Amount: \$ _____

100003514891-4
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 *****60.00 *****60.00

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 DIVISION OF CORPORATION

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 00 DEC 27 PM 3 36
 DIVISION OF CORPORATION
 SECRETARY OF STATE
 TALLAHASSEE, FL 32301

APPROVED
 AND
 FILED

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

12-28-00

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLOWERS BAKING CO. OF MIAMI, INC., A FLORIDA ENTITY, 542424

into

FBCM ACQUISITION, LLC, a Florida entity L00000016203

File date: December 27, 2000, *effective date 12-30-00*

Corporate Specialist: Trevor Brumbley

**ARTICLES OF MERGER
OF
FBCM ACQUISITION, LLC,
A FLORIDA LIMITED LIABILITY COMPANY,
AND
FLOWERS BAKING CO. OF MIAMI, INC.,
A FLORIDA CORPORATION**

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act and Section 607.1101 of the Florida Business Corporations Act.

- A. A Plan of Merger was adopted and approved by each of the above named entities in accordance with Section 608.4381 of the Florida Limited Liability Company Act and Section 607.1101 of the Florida Business Corporations Act, which sets forth the following:

FIRST: The name and jurisdiction of the merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Flowers Baking Co. of Miami, Inc. (the "Merged Entity")	Florida

SECOND: The name and jurisdiction of the merging limited liability company which shall be the surviving entity are:

<u>Name</u>	<u>Jurisdiction</u>
FBCM Acquisition, LLC (the "Surviving Entity")	Florida

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

The Merged Entity shall be merged with and into the Surviving Entity, to exist and be governed by the Florida Limited Liability Company Act. As of the Effective Time (as defined below), the separate existence of the Merged Entity shall cease and the Surviving Entity shall continue its existence under the name "**FLOWERS BAKING CO. OF MIAMI, LLC**" and shall succeed, without need for other transfer, to all the rights and property of the Merged Entity and shall be subject to all the debts and liabilities of the Merged Entity in the same manner as if the Surviving Entity had itself incurred them. The Surviving Entity shall carry on business with both its own assets and the assets of the Merged Entity.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: The manner and basis of converting the shares, obligations or other securities of the Merged Entity into shares, memberships, or financial or beneficial interests or units of the Surviving Entity, in whole or in part, into cash or other property are as follows:

Each share of capital stock owned of the Merged Entity shall be converted, as of the Effective Time (as defined below), into and shall become an interest unit of the Surviving Entity.

- B. The Plan of Merger was duly adopted and approved by the sole member of the Surviving Entity.
- C. The Plan of Merger was unanimously approved and adopted by the Board of Directors and shareholder of the Merged Entity.
- D. The merger shall become effective as of 11:59 p.m., local time, on December 30, 2000 (the "Effective Time").
- E. The Plan of Merger is on file at the principal place of business of the Surviving Entity at the following address:

17800 N.W. Miami Court
North Dade
Miami, Florida 33169

- F. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member or shareholder of any constituent entity to the merger.
- G. The names and business addresses of the managers of the Surviving Entity, with whom the management of the Surviving Entity is vested, are:

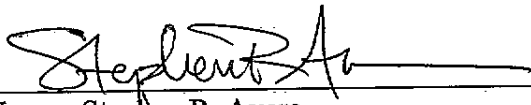
Craig White
John DeLeu
1919 Flowers Circle
Thomasville, GA 31757

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

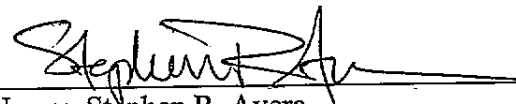
IN WITNESS WHEREOF, each of the constituent entities to the merger has caused these Articles of Merger to be signed by their respective duly authorized officers.

Signed this 11 day of December, 2000.

FBCM ACQUISITION, LLC
(Surviving Entity)

By: 
Name: Stephen R. Avera
Title:

FLOWERS BAKING CO. OF MIAMI, INC.
(Merged Entity)

By: 
Name: Stephen R. Avera
Title: Assistant Secretary

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TALLAHASSEE, FLORIDA