

601000013786

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(Business Entity Name)

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Special Instructions to Filing Officer:

12/22 merger

601-13786

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12/22/03--01076--007 \*\*68.75

60.00

MJH

FILED

03 DEC 22 PM 4:27

01/01/2004

THE LAW OFFICES OF  
**MICHAEL G. PARK, ESQ.**

610 NORTH DIXIE HIGHWAY  
LANTANA, FLORIDA 33462

PHONE: (561) 209-2306  
FAX: (561) 582-3881

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December 15, 2003

**VIA AIRBORNE EXPRESS**

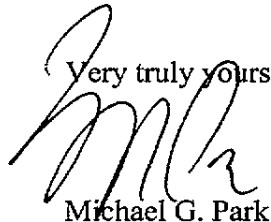
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: White Meat, Inc. merger into JEM Star Enterprises LLC

Dear Madam/Sir:

Enclosed please find a check in the amount of \$68.75 (\$35 Corp merger fee, \$25 LLC merger fee, \$8.75 certified copy fee), and one original and one copy of the Articles of Merger. Please expedite the filing, and return an acknowledgement copy to me. If you should have any questions, please feel free to call me at 561-209-2306.

Very truly yours,



Michael G. Park

Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

January 2, 2004

MICHAEL G. PARK  
610 NORTH DIXIE HIGHWAY  
LANTANA, FL 33462

SUBJECT: JEM STAR ENTERPRISES LLC  
Ref. Number: L01000013786

We have received your document for JEM STAR ENTERPRISES LLC and your check(s) totaling \$68.75. However, the document has not been filed and is being retained in this office for the following:

The fee for a Certified Copy of this Merger is \$30.00.

There is a balance due of \$21.25.

Please return 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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 504A00000150

**ARTICLES OF MERGER  
FOR  
JEM Star Enterprises LLC**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 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:

Name and Street Address	Jurisdiction	Entity Type
WHITE MEAT, INC.	Florida	Corporation

Florida Document/Registration Number: P01000039566      FEI Number: 65-1098872

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

Name and Street Address	Jurisdiction	Entity Type
JEM STAR ENTERPRISES LLC	Florida	Limited Liability Company

Florida Document/Registration Number: L01000013786      FEI Number: 65-1131009

**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 attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

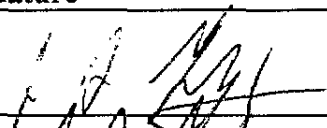
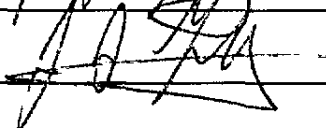
**FIFTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

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CLERK OF THE COURT  
STATE OF FLORIDA

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

**EIGHTH: SIGNATURE(S) FOR EACH PARTY:**

Name of Entity	Signature	Name and Title of Officer
JEM STAR ENTERPRISES LLC		Jon D. Goldstein, Managing Member
WHITE MEAT, INC.		Jon D. Goldstein, President

## 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>
WHITE MEAT, INC.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
JEM STAR ENTERPRISES LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows: The surviving entity shall acquire all of the assets and assume all of the liabilities of the merging entity.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows: For each ten (10) shares of stock of the merging entity, a shareholder shall receive one (1) Class A Unit of the surviving entity.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: For each ten (10) rights to acquire interests, shares, obligations or other securities of the merging entity, a shareholder shall receive one (1) right to acquire a Class A Unit of the surviving entity.

**FIFTH:** A limited liability company is the surviving entity, and the name(s) and address(es) of the managing members are as follows:

Name	Address	Title
Jon Goldstein	610 North Dixie Highway, Lantana, Florida 33462	Managing Member
Michael DeSalvo	610 North Dixie Highway, Lantana, Florida 33462	Managing Member

**SIXTH:** There are no other provisions relating to the merger.