

L020000015816

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EXAMINER



900209367549

07/13/11--01022--017 **50.00

RECEIVED
11 JUL 13 PM 3:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
11 JUL 13 PM 4:15
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 13 PM 4:15

CONTACT: KATIE WONSCH

DATE: 07/13/2011

REF. #: 000177.151169

CORP. NAME: CRISPERS, L.L.C.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 540661 FOR \$ 50.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 13 PM 4:15

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Healthy Food Concepts, LLC	Delaware	Limited Liability Company
Crispers, L.L.C.	Florida	Limited Liability Company
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Crispers, L.L.C.	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Effective as of the date of filing. _____.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

n/a

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

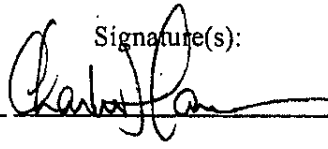
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: n/a

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Healthy Food Concepts, LLC		Charles Hanemann
Crispers, L.L.C.		Ronald K. Fuller

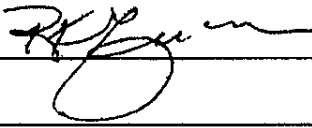
Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Healthy Food Concepts, LLC		Charles Hanemann
Crispers, L.L.C.		Ronald K. Fuller

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

July 13, 2011

In compliance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), **HEALTHY FOOD CONCEPTS, LLC**, a Delaware limited liability company (the "Merging Company"), and **CRISPERS, L.L.C.**, a Florida limited liability company (the "Surviving Company"), hereby adopt and submit the following Plan of Merger (this "Plan"):

FIRST: The name and jurisdiction of the Surviving Company is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Crispers, L.L.C.	Florida

SECOND: The name and jurisdiction of the Merging Company is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Healthy Food Concepts, LLC	Delaware

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

(a) In accordance with the provisions of the Act, the Merging Company shall be merged with and into the Surviving Company and thereupon, the separate existence of the Merging Company shall cease and the Surviving Company shall continue to exist under and be governed by the Act and shall be fully vested with all rights, privileges, immunities, disabilities, and duties of the Merging Company, as more particularly set forth in the Act (the "Merger"). The Merger shall become effective at such time as the Articles of Merger are duly filed with the Florida Department of State (the "Effective Time").

(b) The Articles of Organization of the Surviving Company in effect immediately prior to the Effective Time shall, without any changes, be the Articles of Organization of the Surviving Company upon and following the Effective Time, until further amended as permitted by law and by the Surviving Company's governing documents and agreements.

(c) The Limited Liability Company Agreement of the Surviving Company in effect immediately prior to the Effective Time, shall, without any changes, be the Limited Liability Company Agreement of the Surviving Company upon and following the Effective Time, until further amended as permitted by law and by the Surviving Company's governing documents and agreements.

(d) The managers and officers of the Surviving Company in office immediately prior to the Effective Time shall be the managers and officers of the Surviving

Company upon and following the Effective Time and shall hold office in accordance with the Surviving Company's governing documents and agreements.

(e) If, at any time after the Effective Time, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers or authorized representatives of the Surviving Company or the Merging Company, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Company, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Company to carry out the provisions of this Plan.

FOURTH: The manner and basis of converting the interests of the Merging Company into the interests of the Surviving Company are as follows:

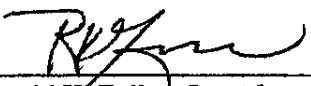
Upon the Effective Time, by operation of the Merger, (a) one hundred percent (100%) of the issued and outstanding interests of the Merging Company shall be cancelled and converted into the right to receive one hundred percent (100%) of the issued and outstanding interests of the Surviving Company, and (b) the sole member of the Merging Company shall become the sole member of the Surviving Company.

* * *

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

SURVIVING COMPANY:

CRISPERS, L.L.C.,
a Florida limited liability company

By: 

Ronald K. Fuller, *President*

MERGING COMPANY:

HEALTHY FOOD CONCEPTS, LLC,
a Delaware limited liability company

By: _____
Charles Hanemann, *Manager*

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

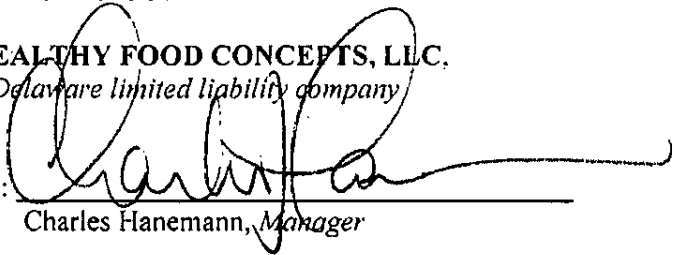
SURVIVING COMPANY:

CRISPERS, L.L.C.
a Florida limited liability company

By: _____
Ronald K. Fuller, *President*

MERGING COMPANY:

HEALTHY FOOD CONCEPTS, LLC.
a Delaware limited liability company

By:  _____
Charles Hanemann, *Manager*