

L030000024844

Florida Department of State
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SECRETARY OF STATE
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MERGER OR SHARE EXCHANGE

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TALLAHASSEE, FLORIDA

July 10, 2006

FLORIDA DEPARTMENT OF STATE
Division of CorporationsALIMENTOS AUSTRALES LLC
13049 SW 122ND . AV.
MIAMI, FL 33186SUBJECT: ALIMENTOS AUSTRALES LLC
REF: L03000024844

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

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Agnes Lunt
Document Specialist

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TALLAHASSEE, FLORIDA

(6)

Articles of Merger
For
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
CAPITAN POP, INC.	FL	CORP
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
ALIMENTOS AUSTRALES LLC	FL	LLC

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.

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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:

the date of filing of these articles

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:

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 entitled 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.:

Street address: 13049 SW 122 AVE

MIAMI, FL 33186

Mailing address: 13049 SW 122 AVE

MIAMI, FL 33186

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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:

CAPITAN POP, INC.

DANIEL J. PERTICA

ALIMENTOS AUSTRALES LLC

DANIEL J. PERTICA

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

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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TAMMY A. HARRISON
TALLAHASSEE, FLORIDA

PLAN OF MERGER

Merger between ALIMENTOS AUSTRALES, LLC, a Florida Limited Liability Company (the "Surviving Company") and CAPITAN POP, INC., a Florida for Profit Corporation, (the "Disappearing Company") (collectively the "Constituent Companies"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with the applicable provisions of Chapter 607, 608, 617 and/or 620 Florida Statutes (the "Act").

1. Articles of Organization. The Articles of Organization of Surviving Company, as [previously amended and] in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Company from and after the Effective Date until further amended as permitted by law.

2. Distribution to Members of the Constituent Companies. On the Effective Date, each share of Disappearing Company's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of the "Surviving Company's membership interest in accordance with this Plan. Each share of Surviving Company's membership interest that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Company's membership interest.

3. Satisfaction of Rights of Disappearing Company's Members. All shares of Surviving Company's membership interest into which shares of Disappearing Company's common stock interest shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted membership interests.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Company shall cease, and Surviving Company shall be fully vested in Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 and §608.4383 of the Act.

5. Supplemental Action. If at any time after the Effective Date 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 of Surviving Company or Disappearing Company, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Company, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Company and Surviving Company shall cause their respective President and or Manager to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Company to the Florida Secretary of State. In accordance with §607.1105(1)(b) and §608.4382(1)(f) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the date of filing.

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TALLAHASSEE, FLORIDA

8. Name and Business Address of each Manager or Managing Member. Following are the names and addresses of each manager or managing member of the Surviving Company:

Daniel Jose Pertica 13049 SW 122 Ave., Miami, FL 33186

Carlos Balseiro Av Paseo Colon 588 - Piso 2 Dto. 4
Buenos Aires, Argentina (C1063ACS)

Leandro Korn Av Paseo Colon 588 - Piso 2 Dto. 4
Buenos Aires, Argentina (C1063ACS)

9. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Companies which is, or the Companies of which are, entitled to the benefit thereof by action taken by the Board of Directors/Members of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Companies by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 and §608.4381 of the Act.

10. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Members of both Constituent Companies, notwithstanding favorable action by the Members of the respective Constituent Companies.

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