

L04000010521

Florida Department of State
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MERGER OR SHARE EXCHANGE

Richardson Food Inc.

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DIVISION OF CORPORATIONS

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ARTICLES OF MERGER

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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Maine II, LLC 6330 Manor Lane, Suite 200 South Miami, Florida 33143 Florida Document/Registration Number: L04000016683 FEI Number: 32-0111067	Florida	Limited Liability Company
2. 1776 IV, LLC 6330 Manor Lane, Suite 200 South Miami, Florida 33143 Florida Document/Registration Number: L04000010521 FEI Number: 36-4551033	Florida	Limited Liability Company

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>
1. Richardson Foods Inc. c/o FEF Management Services, Inc. 711 Fifth Avenue, Fifth Floor New York, NY 10022 Florida Document/Registration Number: N/A FEI Number: 20-4365811	Delaware	Corporation

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 other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of

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process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: 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.

EIGHTH: 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.

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

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

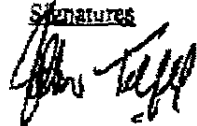
ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

Signatures

Typed or Printed Name of Individual

Richardson Foods Inc.



John L. Teege

Maine II, LLC

Pietro Fenu

Joseph Milligan

1776 IV, LLC

Pedro P. San Roman

Antonio E. Friguls

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process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.






SEVENTH: 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.

EIGHTH: 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.

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

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
Richardson Foods Inc.		John L. Teege
Maine II, LLC		Pietro Fenu
		Joseph Milligan
1776 IV, LLC		Pedro P. San Roman
		Antonio E. Friguls

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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 sections(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>
1. Maine II, LLC	Florida
2. 1776 IV, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
1. Richardson Foods Inc.	Delaware

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

- Each of Maine II, LLC ("Maine") and 1776 IV, LLC ("1776") will be merged with and into Richardson Foods Inc. ("RFI") in a statutory merger and the separate existence of each of Maine and 1776 will cease and RFI will be the surviving corporation in the merger.
- Each share of RFI common stock or fractional interest therein that is issued and outstanding immediately prior to the effective time will be converted into one or a corresponding fraction of a share validly issued, fully paid and nonassessable share of common stock of RFI, and (ii) each share or fractional interest of RFI preferred stock that is issued and outstanding immediately prior to the effective time will be converted into one or a corresponding fraction of a share validly issued, fully paid and nonassessable share of preferred stock of RFI with the same rights, preferences and limitations as the shares of preferred stock converted. Each certificate evidencing ownership of shares of RFI common stock and each share of RFI Preferred Stock will evidence at the Effective Time ownership, respectively, of such shares of common stock and Preferred Stock of the Surviving Corporation.
- Each certificate evidencing ownership of shares of RFI common stock and each share of RFI preferred stock will evidence at the effective time ownership, respectively, of such shares of common stock and preferred stock of RFI.
- Each share of RFI capital stock held by RFI immediately prior to the effective time will be cancelled and extinguished without any conversion thereof and without the issuance or payment of any consideration.

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(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:

- The outstanding beneficial interests of Maine that are outstanding immediately prior to the effective time, will be by virtue of the merger and without action on the part of RFL, Maine or the holders of Maine, converted into cash at the effective time in the amount of \$1,150,000 for each of the two interest holders in Maine.
- The outstanding beneficial interests of that are outstanding immediately prior to the effective time, will be by virtue of the merger and without action on the part of RFL, 1776 or the holders of 1776 be converted into cash at the effective time in the amount of \$1,150,000 for each of the two interest holders in 1776.

(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:

N/A

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)
N/A

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows: N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

- Since all of the holders have consented to the merger, none of the holders are entitled to appraisal rights under Delaware or Florida Law.

EIGHTH: Other provision, if any, relating to the merger:

- At the effective time, all outstanding rights, if any, to acquire interests in Maine or 1776 will, by virtue of the merger and without further action on the part of any holder thereof or any other person, be cancelled and extinguished.
- At the effective time, the effect of the merger will be as provided in the agreement between the parties and the applicable provisions of the Delaware law. All of the properties, rights, privileges,

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powers and franchises of Maine, 1776 and RFI will vest in RFI, and all liabilities and duties of Maine, 1776 and RFI will become the liabilities and duties of RFI.

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