

L05000015577

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Acknowledgement

W. P. Verifier

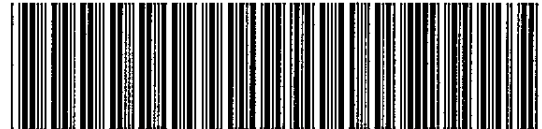
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1/22/05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Merger of SwiftFresh Distributors, LLC

Dear Sir or Madam:

The enclosed Articles of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephen Howard

(Name of Person)

SwiftFresh Distributors, LLC

(Firm/Company)

737 Boulder Creek Drive

(Address)

Pensacola, FL 32514

(City/State and Zip Code)

For further information concerning this matter, please call:

Stephen Howard

(Name of Person)

at (850) 982-6030

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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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. <u>SwiftFresh Distributors, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>737 Boulder Creek Drive</u>		
<u>Pensacola, FL 32514</u>		

Florida Document/Registration Number: L05000015577 FEI Number: 20-2277229

2. _____

Florida Document/Registration Number: _____ FEI Number: _____

3. _____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____

Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

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>
Golden Sun Foods, LLC	Alabama	LLC
12701 Lakeland Hills Drive		
Northport, AL 35475		

Florida Document/Registration Number: n/a

FEI Number: 71-0923098

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: 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 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

OR

November 22, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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:

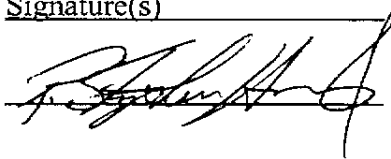
(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

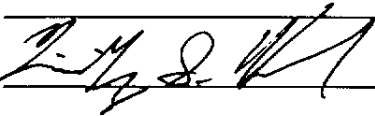
Typed or Printed Name of Individual

SwiftFresh Distributors, LLC



R. Stephen Howard

Golden Sun Foods, LLC



Timothy S. Howard

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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>
SwiftFresh Distributors, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Golden Sun Foods, LLC	Alabama

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

The members and managers of the Surviving Company immediately after the effective date of the merger shall be those persons who are members and managers, respectively, of the Surviving Company and Merging Company immediately prior to the effective date of merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Operating Agreement of or until their respective successors are elected and qualified.

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ALABAMA

(Attach additional sheet(s) if necessary)

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:

Promptly after the effective date of the merger, the members of the Merging Company shall surrender their certificates, if any, evidencing their ownership of LLC interest to the Manager of the Surviving Company for cancellation. Immediately upon the merger's taking effect, each Constituent Company's members shall receive one percent (1%) of membership interest in the Surviving Company for every two percent (2%) of the respective Constituent Company Membership Interest held immediately prior to the merger.

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:

No such rights to acquire interests, shares, or obligations exist with respect to either the Merging Company or the Surviving Company.

(Attach additional sheet(s) if necessary)

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 Non-Individual,
Florida Document/Registration Number

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TALLAHASSEE, FLORIDA

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:

Managers
Timothy S. Howard
R. Stephen Howard

Addresses
12701 Lakeland Hills Drive, Northport, AL 35475
737 Boulder Creek Drive, Pensacola, FL 32514

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:

The Articles of Organization of SwiftFresh Distributors, LLC, are filed in the Office of the Secretary of State of Florida. The Articles of Organization of Golden Sun Foods, LLC, are filed in the Office of the Judge of Probate of Marengo County, Alabama.

A copy of the Plan of Merger is on file at the offices of Golden Sun Foods, LLC, located at 12701 Lakeland Hills Drive, Northport, AL 35475, and will be furnished free of charge by Golden Sun Foods, LLC, to SwiftFresh Distributors, LLC, or any of its Members.

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

(Attach additional sheet(s) if necessary)

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