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M060000000326

Florida Department of State
Division of Corporations
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1/23 merge

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MERGER OR SHARE EXCHANGE

SGSC Acquisition LLC

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Florida Dept of State



January 24, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SGSC ACQUISITION LLC
115 WEST COLLEGE DRIVE
MARSHALL, MN 56258

SUBJECT: SGSC ACQUISITION LLC
REF: M06000000326

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.

The Plan of Merger must contain the names and addresses of the Managers/Managing Members of the surviving company.

Please return your document, along with a copy of this letter, within 50 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6897.

Michelle Hodges
Document Specialist

FAX Aud. #: M06000018804
Letter Number: 106200005031

**ARTICLES OF MERGER
OF
HOLIDAY FOODS, INC.
INTO
SGSC ACQUISITION LLC**

G09846
MO6-326

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with Section 607.1108 and 607.1109 of the Florida Business Corporation Act:

FIRST: The name of the surviving foreign limited liability company is SGSC Acquisition LLC, a Delaware limited liability company, and the name of the Florida corporation being merged into this surviving limited liability company is Holiday Foods, Inc.

SECOND: The name of the surviving foreign limited liability company following the merger shall be Holiday Foods LLC.

THIRD: The attached Agreement and Plan of Merger was approved by Holiday Foods, Inc. in accordance with the applicable provisions of the Florida Business Corporation Act.

FOURTH: The attached Agreement and Plan of Merger was approved by SGSC Acquisition LLC in accordance with the applicable provisions of the Delaware Limited Liability Company Act.

FIFTH: The surviving limited liability company's principal office address is 115 West College Drive, Marshall, Minnesota 56258.

SIXTH: The surviving limited liability company agrees to pay to any shareholders of Holiday Foods, Inc., with appraisal rights the amount to which such shareholders are entitled under Section 608.4351 through 608.43595 of the Florida Business Corporation Act.

SEVENTH: The surviving limited liability company qualified to transact business in the state of Florida on January 19, 2006.

FILED
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19-03-07 02:07:00

IN WITNESS WHEREOF, Holiday Foods, Inc. and SGSC Acquisition LLC have caused these Articles of Merger to be signed by an authorized person.

Dated: January 20, 2006.

SGSC ACQUISITION LLC

By: 

Brian Sattler
Secretary

HOLIDAY FOODS, INC

By: 

Brian Sattler
Secretary

**AGREEMENT AND PLAN OF MERGER
OF
HOLIDAY FOODS, INC.
AND
SGSC ACQUISITION LLC**

This Agreement and Plan of Merger sets forth the terms of the merger of Holiday Foods, Inc., a Florida corporation, with and into SGSC Acquisition LLC, a Delaware limited liability company, on the terms and conditions set forth herein.

1. Merger. In accordance with the Delaware Limited Liability Company Act and the Florida Business Corporation Act, Holiday Foods, Inc. shall be merged with and into SGSC Acquisition LLC and the separate existence of Holiday Foods, Inc. shall cease. SGSC Acquisition LLC shall be the surviving entity in the merger, and the separate existence of SGSC Acquisition LLC with all its purposes, objects, rights, privileges, powers, immunities and franchises, shall continue unaffected and unimpaired by the merger. The name of the surviving limited liability company shall be Holiday Foods LLC.

2. Limited Liability Agreement. The Limited Liability Agreement of SGSC Acquisition LLC shall be the Limited Liability Agreement of the surviving entity and shall be amended to change the surviving limited liability company's name to Holiday Foods LLC.

3. Managers and Officers. The managers and officers of the SGSC Acquisition LLC immediately prior to the date of merger shall be the managers and officers of the surviving entity, in each case until their successors have been elected and qualified or until otherwise provided by law. The names and usual business addresses of the managers are attached hereto as Exhibit A.

4. Conversion of Shares. Upon the effectiveness of the merger, all outstanding shares of Holiday Foods, Inc. shall be cancelled, and no units of SGSC Acquisition LLC shall be issued in lieu thereof.

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Exhibit A

Managers

M. Lanny Pippin

Tracy Burr

Brian Sattler

Business Address

1156 West College Drive, Marshall, MN 56258

1156 West College Drive, Marshall, MN 56258

1156 West College Drive, Marshall, MN 56258

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Dated: January 20, 2006.

HOLIDAY FOODS, INC.

By: 

Brian Suttler
Secretary

SGSC ACQUISITION LLC

By: 

Brian Suttler
Secretary