

UCCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

M44749

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 12-28-99

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-12/28/99--01030--025
*****70.00 *****70.00

REF. #: 01509713.

CORP. NAME: FSF Trading Corp.

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION UCC-1 UCC-3
- OTHER: _____

FILED
99 DEC 28 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# C018 FOR \$ 70.00 EFFECTIVE DATE 12/31/99

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

RECEIVED
99 DEC 28 AM 10:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Mergen

Examiner's Initials _____

V. SHEPARD DEC 29 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PREMIER SMOKED FISH, INC., a Pennsylvania corporation not qualified in
Florida

INTO

FSF TRADING CORP., a Florida entity, M44749.

File date: December 28, 1999 , effective December 31, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
OF
PREMIER SMOKED FISH, INC., a Pennsylvania corporation
INTO
FSF TRADING CORP., a Florida corporation

FILED
99 DEC 28 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/99


Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, PREMIER SMOKED FISH, INC., a Pennsylvania corporation ("Premier"), and FSF TRADING CORP., a Florida corporation ("FSF"), adopt the following Articles of Merger for the purpose of merging Premier with and into FSF.

FIRST: The Agreement and Plan of Merger (the "Plan of Merger") is attached as Exhibit A.

SECOND: The Plan of Merger between FSF and Premier was adopted by (i) the Board of Directors and the sole shareholder of FSF on December 27, 1999 and (ii) the Board of Directors and the shareholders of Premier on December 27, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 27 day of December, 1999.

PREMIER SMOKED FISH, INC.

By: 
David H. Fleischman, Senior Vice-
President and Chief Executive Officer

FSF TRADING CORP.


By: 
Harvey Oxenberg, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated December 27, 1999, between PREMIER SMOKED FISH, INC., a Pennsylvania corporation ("Premier"), and FSF TRADING CORP., a Florida corporation ("FSF" or the "Surviving Corporation").

WHEREAS, FSF and Premier desire to effect the statutory merger of Premier with and into FSF, with FSF to survive such merger.

1. **Constituent Corporations.** FSF and Premier shall be parties to the merger (the "Merger") of Premier with and into FSF.

2. **Terms and Conditions of Merger.** Premier (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA") and the Pennsylvania Business Corporation Law ("BCL"), be merged with and into FSF, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, all outstanding shares of Class A voting common stock, \$0.01 par value per share, and Class B non-voting common stock, \$0.01 par value per share, of Premier issued and outstanding immediately prior to the Effective Date shall, immediately after the Merger, be retired. Upon the Effective Date, all outstanding shares of common stock, \$1.00 par value per share, of FSF shall for all purposes be deemed to evidence the ownership of the same number of shares of FSF as outstanding immediately prior to the Effective Date.

4. **Articles of Incorporation.** The Amended and Restated Articles of Incorporation of FSF as of the Effective Date (as defined below) shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

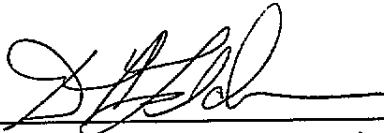
5. **Bylaws.** The Bylaws of FSF as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of FSF in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

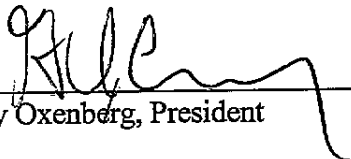
7. **Effective Date.** The Merger shall become effective at 11:59 p.m. on December 31, 1999 (the "Effective Date").

8. **Amendment of Plan of Merger.** The Board of Directors of FSF and Premier are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA and Section 1922(b) of the BCL.

PREMIER SMOKED FISH, INC.

By: 
David H. Fleischman, Senior Vice
President and Chief Financial Officer

FSF TRADING CORP.

By: 
Harvey Oxenberg, President