

JUL-25-07 03:07PM FROM: Akerman Senterfitt P.A.

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From:
 Account Name : AKERMAN SENTERFITT (JACKSONVILLE)
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MERGER OR SHARE EXCHANGE

TEAM JAS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

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**ARTICLES OF MERGER
OF
SANFILIPPO HOLDINGS 2, LLC
AND
TEAM JAS, INC.**

Pursuant to Sections 607 and 608 of the Florida Statutes, the entities described herein, desiring to effect a merger, set forth the following:

ARTICLE I

The name of the entity planning to merge is **SANFILIPPO HOLDINGS 2, LLC**, a Florida limited liability company (the "Merged Entity").

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ARTICLE II

The name of the entity into which the Merged Entity plans to merge is **TEAM JAS, INC.**, a Florida corporation (the "Surviving Entity").

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ARTICLE III

The Plan of Merger (the "Plan"), containing the information required by Sections 608.438(3) and 607.1108(3) of the Florida Statutes, is set forth in Exhibit A, which is attached hereto and made a part hereof as required by Sections 607.1109 and 608.4382(1)(a) of the Florida Statutes.

ARTICLE IV

The Plan was approved by the Surviving Entity in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (the Florida Business Corporation Act). The Plan was unanimously approved by the directors and the shareholders of the Surviving Entity on July 26, 2007.

ARTICLE V

The Plan was approved by the Merged Entity in accordance with the applicable provisions of Chapter 608 of the Florida Statutes (the Florida Limited Liability Company Act). The Plan was unanimously approved by all members of the Merged Entity on July 26, 2007.

ARTICLE VI

These Articles of Merger will be effective on July 26, 2007.

[Signatures follow on the next page.]

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Date: July 26, 2007

Surviving Entity:

TEAM JAS,
a Florida corporation

By:


Andrew Sanfilippo, President

Merged Entity:

SANFILIPPO HOLDINGS 2, LLC,
a Florida limited liability company

By its sole member:

TEAM JAS,
a Florida corporation

By:


Andrew Sanfilippo, President

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EXHIBIT A
PLAN OF MERGER

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PLAN OF MERGER

THIS PLAN OF MERGER (this "**Plan**") is adopted as of this the 26th day of July, 2007 by and between **SANFILIPPO HOLDINGS 2, LLC**, a Florida limited liability company (the "**Merged Entity**") and **TEAM JAS, INC.**, a corporation (the "**Surviving Entity**").

RECITALS

All of the members of the Merged Entity and all of the directors and shareholders of the Surviving Entity have determined that it is advisable and in the best interests of their respective entity that the Merged Entity be merged with and into the Surviving Entity (the "**Merger**") on the terms and subject to the conditions set forth herein.

ARTICLE I**The Merger**

On the Effective Date (as defined in Article V hereof), the Merged Entity shall be merged with and into the Surviving Entity in accordance with Sections 608.438 and 607.1108 of the Florida Statutes, and the separate existence of the Merged Entity shall cease and the Surviving Entity shall thereafter continue as the surviving corporation under the laws of the State of Florida.

ARTICLE II**The Surviving Corporation**

1. On the Effective Date, the Articles of Incorporation of the Surviving Entity, as in effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation of the Surviving Entity, until thereafter amended.
2. On the Effective Date, the shareholders of the Surviving Entity shall continue to be the shareholders of the Surviving Entity until additional members are added or substituted.

ARTICLE III**Manner and Basis of Converting Ownership Interests**

1. On the Effective Date, all membership interests of the Merged Entity which shall be outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.
2. On the Effective Date, each right to acquire additional membership interests in the Merged Entity, to the extent that any such rights exist, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

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ARTICLE IV
Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of the Merged Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Surviving Entity.

ARTICLE V
Effective Date

As used in this Agreement, the term "Effective Date" shall mean July 26, 2007.

ARTICLE VI
Amendment, Modification and Termination

The shareholders of the Surviving Entity and the members of the Merged Entity may amend, terminate and/or abandon the Merger at any time prior to the Effective Date.

[END OF DOCUMENT]

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