

P01000118054

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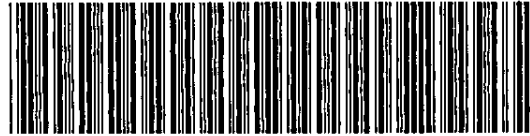
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DIVISION OF CORPORATIONS
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T. BROWN

MENDENFREIMAN^{LLP}

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Rebecca J. Barnes

(770) 559-5531

RBARNES@MENDENFREIMAN.COM

September 5, 2013

VIA UNITED PARCEL SERVICE

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

***Re: Merger of Spencer Spicer Foods Corp, a Florida corporation, into
Mo-Spicer, Inc., a Florida corporation (Our File No. 3875.04)***

Dear Sir or Madam:

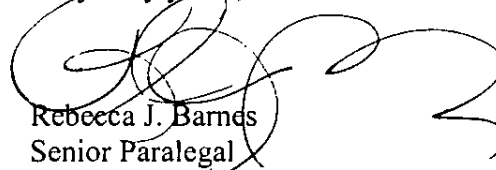
Enclosed please find an original and one photocopy of the Articles of Merger with attached Plan of Merger (the "**Articles**") for the above-referenced corporations, together with attorney Paige Baker's personal check No. 2109 made payable to the Florida Department of State in the amount of \$78.75, in payment of (i) the filing fee therefor, and (ii) a Certified Copy of the filed Articles.

Please file the Articles of Merger and return the Certified Copy, as well as any and all correspondence regarding this matter, to:

MENDENFREIMAN LLP
Attn: Rebecca J. Barnes
2 Ravinia Drive, Suite 1200
Atlanta, GA 30346

If you have any questions or require additional information, please do not hesitate to contact me directly at (770) 559-5531 or rbarnes@mendenfreiman.com. Thank you so much for your attention to this matter.

Very truly yours,


Rebecca J. Barnes
Senior Paralegal

Enclosures

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ARTICLES OF MERGER (Profit Corporations)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction for the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Mo-Spicer, Inc.	Florida	P01000118054

SECOND: The exact name and jurisdiction for the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Spencer Spicer Foods Corp	Florida	P04000064507

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "*Effective Date*").

FIFTH: The merger was approved by each party as required by its governing law.

SIXTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the sole shareholder of the surviving corporation on September 4, 2013.

SEVENTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the sole shareholder of the merging corporation on September 4, 2013.

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[Signature Page to Articles of Merger]

Executed this 4th day of September, 2013.

SURVIVING CORPORATION:

MO-SPICER, INC.

By: M. A. O'Ferrall (SEAL)
Marc A. O'Ferrall, President

MERGING CORPORATION:

SPENCER SPICER FOODS CORP

By: M. A. O'Ferrall (SEAL)
Marc A. O'Ferrall, President

PLAN OF MERGER

(Non Subsidiaries)

The following Plan of Merger are submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction for the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Mo-Spicer, Inc.	Florida	P01000118054

SECOND: The exact name and jurisdiction for the merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Spencer Spicer Foods Corp	Florida	P04000064507

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

1. Spencer Spicer Foods Corp shall be merged into Mo-Spicer, Inc., the corporate existence of which shall be continued under the same, and thereafter the individual existence of Spencer Spicer Foods Corp shall cease.
2. Mo-Spicer, Inc. shall become the owner, without other transfer, of all of the rights and property of the constituent corporations.
3. Mo-Spicer, Inc. shall become subject to all of the debts, liabilities and obligations of the constituent corporations in the same manner as if Mo-Spicer, Inc. had itself incurred them.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the effective date of the Merger (the "**Effective Date**"):

1. Each share of the capital stock of Mo-Spicer, Inc. (the "**Surviving Corporation**") issued and outstanding immediately prior to the Effective Date shall continue unchanged and shall continue to evidence the same number of shares of capital stock of the Surviving Corporation.
2. Each share of the capital stock of Spencer Spicer Foods Corp shall be converted into one (1) share of the capital stock of the Surviving Corporation.

3. From and after the Effective Date, each holder of any of the shares to be converted as above provided shall be entitled, upon presentation and surrender to the Surviving Corporation of the certificates representing such shares, to receive in exchange therefor certificates representing the number of shares of the stock of the Surviving Corporation into which such shares shall have been converted. The surrendered shares shall be cancelled. Until so surrendered, each outstanding certificate which prior to the Effective Date of the merger represented capital stock of Spencer Spicer Foods Corp shall be deemed for all corporate purposes to evidence ownership of the number of shares of the Surviving Corporation into which the same shall have been converted. Until any outstanding certificate shall be so surrendered, or until a duly executed Affidavit of Lost Certificate with respect to such outstanding certificate shall be received by the Surviving Corporation, no dividends payable as of any date subsequent to the Effective Date on the capital stock of the Surviving Corporation into which the shares represented by such outstanding certificates shall have been converted shall be paid to the record holders of the outstanding certificates, but upon the surrender of any outstanding certificate, there shall be paid to the record holder thereof the amount of dividends which theretofore had become payable with respect to the shares of the capital stock of the Surviving Corporation into which such certificate shall have been converted.

FIFTH: Amendments to the Articles of Incorporation of the Surviving Corporation are as follows:

Article III – SHARES shall be amended to read as follows: “The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500.”

SIXTH: Other provisions relating to the merger are as follows:

There are no other provisions relating to the merger.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

[Signature Page to Plan of Merger]

Executed this 4th day of September, 2013.

SURVIVING CORPORATION:

MO-SPICER, INC.

By: M.A. O'Ferrall (SEAL)
Marc A. O'Ferrall, President

MERGING CORPORATION:

SPENCER SPICER FOODS CORP

By: M.A. O'Ferrall (SEAL)
Marc A. O'Ferrall, President