

PO2000005972

CT CORPORATION

CORPORATION(S) NAME

Fremont International, Inc.

merging: Pel-Freez Rabbit Meat, Inc.

FILED
2002 JAN 18 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****87.50 *****87.50

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
2		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/18/02

Order#: 5054777

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulllette JAN 18 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

PEL-FREEZ RABBIT MEAT, INC., an Arkansas corporation not qualified

INTO

FREMONT INTERNATIONAL, INC., a Florida entity, P02000005972

File date: January 18, 2002

Corporate Specialist: Cheryl Coulliette

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Fremont International, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Pel-Freez Rabbit Meat, Inc.	Arkansas

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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

OR Not Applicable / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 17, 2002 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 17, 2002.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

David M. DeBell, President

David W. Dubbell, President

David M. Russell President

David W. Dubbell, President

[illegible]

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Fremont International, Inc.	Florida

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Pel-Freez Rabbit Meat, Inc.	Arkansas

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

See Appendix A

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:

See Appendix B

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Not applicable

Other provisions relating to the merger are as follows:

See Appendix A and B

Appendix A

Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be FREMONT INTERNATIONAL, INC.

Certificate of Incorporation. The Certificate of Incorporation of Fremont International, Inc. as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended as above.

By-Laws. The By-Laws of Pel-Freez Rabbit Meat, Inc., as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided herein, with the By-Laws of Fremont International, Inc.

Appendix B

Pel-Freez Rabbit Meat, Inc. Common Stock. Each one share of Pel-Freez Rabbit Meat, Inc. ("Pel-Freez") Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof be converted, at the Effective Date, into one fully paid share of Common Stock of Fremont International, Inc., and outstanding certificates representing shares of Pel-Freez Common Stock shall thereafter represent shares of Fremont International, Inc. Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation, Fremont International, Inc.

Fremont International, Inc. Held by David W. Dubbell, as Trustee. All issued and outstanding shares of Fremont International, Inc. Common Stock held by David W. Dubbell, as Trustee of The David Wilson Dubbell Family Trust, immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.