

PD3000045322

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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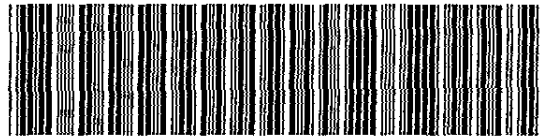
(Business Entity Name)

(Document Number)

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12/03/03--01041--023 **35.00

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03 DEC -3 PM 1:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

BS 12/15/03

J. DANIEL BREDE
Professional Association
Attorney at Law

Suite 201, East Building
1900 N. W. Corporate Blvd.
Boca Raton, Florida 33431

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December 1, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Merger of SPECIALTY BEVERAGE DISTRIBUTORS, INC. into DCB
DISTRIBUTION, INC.**

Dear Sir/Madam:

Enclosed please find the signed Articles of Merger and Plan of Merger to be filed with the Secretary of State, Division of Corporations. Two checks, one for \$35.00 and one for \$43.75 are enclosed for filing. Please stamp the certified copy and return to us in the enclosed envelope.

If you have any questions, please call.

Sincerely,



J. DANIEL BREDE

JDB:jmr
Enclosures

cc: Mr. Stephen Haley



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 21, 2003

J DANIEL BREDE, ESQ.
1900 NW CORPORATE BLVD, SUITE 201
BOCA RATON, FL 33431

SUBJECT: SPECIALTY BEVERAGE DISTRIBUTORS, INC.
Ref. Number: P03000062656

We have received your document for SPECIALTY BEVERAGE DISTRIBUTORS, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 503A00063283

ARTICLES OF MERGER
OF
DCB DISTRIBUTION, INC.

FILED

03 DEC -3 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Statutes, the undersigned corporations do hereby consent to, adopt and subscribe to the following:

1. That the merger of SPECIALTY BEVERAGE DISTRIBUTORS, INC., being document number P03000062656, into DCB DISTRIBUTION, INC., being document number P03000045322, take place on the date of filing hereof with the Florida Secretary of State, pursuant to the Plan of Merger adopted by the Shareholders and Directors of each corporation.
2. That these Articles of Merger shall be effective on the date of filing hereof with the Florida Secretary of State.
3. That all shareholders of DCB DISTRIBUTION, INC. have approved and adopted the Plan of Merger by written consent pursuant to Florida Statutes 607.0704.
4. That DCB DISTRIBUTION, INC. and SPECIALTY BEVERAGE DISTRIBUTORS, INC., by and through their shareholders and Directors, have each adopted the Plan of Merger by Written Consent signed by all of them on October 1, 2003.

ATTEST:

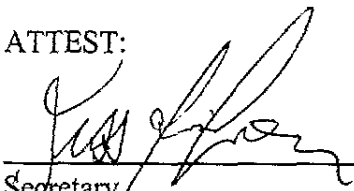

LUCILLE M. SANTINI, Secretary

DCB DISTRIBUTION, INC.

BY:


Its President, STEPHEN C. HALEY

ATTEST:


Secretary

SPECIALTY BEVERAGE DISTRIBUTORS,
INC.

BY:


Its President, RUSS RICKON

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

Before me appeared STEPHEN C. HALEY, President of DCB DISTRIBUTION, INC., to me personally known, or who produced _____ as identification and who executed the foregoing instrument, in the name and on behalf of such corporation, and swore to and acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 3 day of Nov., 2003.


Notary Public
My Commission Expires:

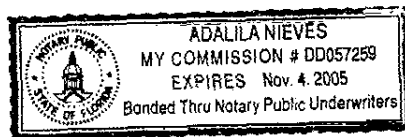



J Daniel Brede
My Commission CC978963
Expires November 01 2004

STATE OF FLORIDA)
) SS
COUNTY OF Hillsborough)

Before me appeared RUSS RICKON, President, of SPECIALTY BEVERAGE DISTRIBUTORS, INC., to me well known and known to me to be the person described in and who executed the foregoing instrument, and swore to and acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 6 day of November, 2003.




Notary Public
My Commission Expires:

PLAN OF MERGER

This Plan of Merger, to be effective as of October 1, 2003, is executed by DCB DISTRIBUTION, INC., a Florida corporation (DCB) and SPECIALTY BEVERAGE DISTRIBUTORS, INC., a Florida corporation (SBD).

1. The authorized capital stock of DCB consists of 600,000 shares of \$0.01 par value **voting** common stock, of which all 600,000 shares are issued and outstanding, and 400,000 shares of \$0.01 par value **non-voting** common shares, of which -0- are issued and outstanding. The Articles of Incorporation of DCB will be amended and restated immediately prior to the merger to provide for 2,000,000 authorized **voting** common shares at \$0.01 par value, and 1,000,000 authorized **non-voting** common shares at \$0.01 par value.

2. The authorized capital stock of SBD consists of ^{fl.} 300,000 shares of 1.00 par value common stock, of which 300,000 shares are issued and outstanding.

3. The Boards of Directors of DCB and SBD respectively deem it desirable and in the best interest of the Corporations and their Shareholders that SBD be merged into DCB.

4. As soon as this Agreement shall have been adopted and approved by the Shareholders of DCB and SBD, and the Articles of Merger shall have been signed and filed with the Florida Department of State, thereupon SBD shall have been deemed to have merged within and into DCB, which shall survive the merger, effective October 1, 2003.

5. The Board of Directors of DCB shall be as set forth in its Articles of Incorporation, and the principal officers of DCB shall be as set forth in its most recent minutes.

6. Upon the effective date of the merger, each holder of a stock certificate representing share ownership in SBD shall be entitled, upon the surrender of such certificate, to receive and exchange therefor a certificate representing shares of common stock in DCB,

pursuant to the following share exchange schedule:

PRESENT SHAREHOLDINGS

	<u>DCB</u>	<u>SBD</u>
STEPHEN C. HALEY	300,000 shares voting	-0- shares voting
LUCILLE M. SANTINI	300,000 shares voting	-0- shares voting
RUSS RICKON	-0- shares	300,000 shares

POST-MERGER SHAREHOLDINGS

	<u>DCB</u>	<u>SBD</u> (non-existent)
STEPHEN C. HALEY	300,000 shares voting	-0-
LUCILLE M. SANTINI	300,000 shares voting	-0-
RUSS RICKON	150,000 shares voting	-0-

7. On the effective date of the merger, SBD shall cease to exist separately and shall be merged with and into DCB in accordance with the provisions of this Agreement and with the effect provided in the Florida Business Corporation Act. On the effective date of the merger, DCB shall possess all of the rights, privileges, and powers formerly vested in SBD. All property, real personal and mixed, and any debts of SBD shall vest in DCB.

In witness whereof, DCB and SBD have caused this Agreement to be signed in their respective corporate names by their duly authorized Presidents and Secretaries, pursuant to unanimous consent of their respective Boards of Directors and Shareholders, all as of the effective date first above written.

ATTEST:

DCB DISTRIBUTION, INC., a Florida corporation

BY:


Its President, STEPHEN C. HALEY


Secretary

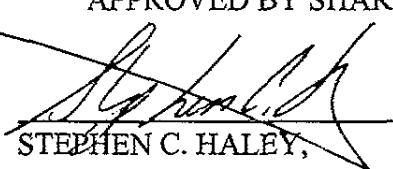
SPECIALTY BEVERAGE DISTRIBUTORS, INC., a
Florida corporation

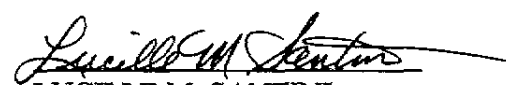
BY: 

Its President, RUSS RICKON

Secretary

APPROVED BY SHAREHOLDERS AND DIRECTORS OF DCB DISTRIBUTION, INC.


STEPHEN C. HALEY,
Shareholder and Director


LUCILLE M. SANTINI,
Shareholder and Director

APPROVED BY SHAREHOLDERS AND DIRECTORS OF SPECIALTY BEVERAGE
DISTRIBUTORS, INC.


RUSS RICKON,
Shareholder and Director