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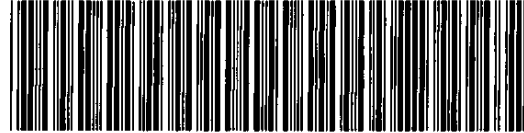
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01/02/08--01003--014 \*\*70.00

Effective date  
1-1-08

Merger  
Trevi  
01/02/08

LAW OFFICES

**FRANK J. GRECO, P.A.**

• A FLORIDA PROFESSIONAL ASSOCIATION

4047 HENDERSON BOULEVARD

TAMPA FLORIDA 33629

TELEPHONE: (813) 287-0550

FAX: (813) 289-5331

Email: [tpagrecol@verizon.net](mailto:tpagrecol@verizon.net)

December 28, 2007

Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: World Drink II, Inc. /World Drink of Florida, Inc.**

Dear Filing Officer:

Enclosed please find the following:

1. Application for Reinstatement of World Drink II, Inc. (with filing fee), and
2. Articles of Merger between World Drink of Florida, Inc. and World Drink II, Inc. with World Drink of Florida, Inc., as the surviving corporation. (with filing fee)

Our office spoke with a gentleman in the Reinstatement Section, who advised that we send both the Reinstatement Application and Articles of Merger to the Reinstatement Section so that World Drink II, Inc. would be reinstated and thereafter the reinstatement office would forward the Articles of Merger to the appropriate filing office for recording of the Merger.

Please review the enclosed and call my office immediately, if you need any clarification. Thank you for your prompt assistance.

Sincerely,

Frank J. Greco, P.A.

Frank J. Greco

FJG/jb

RECEIVED  
2007 DEC 31 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

WORLD DRINK II, INC.  
(a Florida corporation)

AND

WORLD DRINK OF FLORIDA, INC.  
(a Florida corporation)

FILED  
2007 DEC 31 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

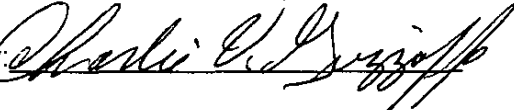
1. **WORLD DRINK II, INC.** ("WORLD DRINK II"), a Florida corporation, shall be merged with and into **WORLD DRINK OF FLORIDA, INC.** ("WORLD DRINK OF FLORIDA"), a Florida corporation, which shall be the surviving corporation pursuant to the Plan of Merger attached hereto.

2. The Plan of Merger was adopted by the unanimous consent of all board of directors and shareholders of each corporation on December 28, 2007.

3. The merger shall become effective January 1, 2008. (the "Effective Time").

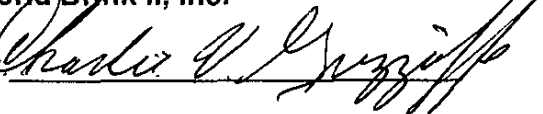
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent corporations by their authorized officers as of December 28, 2007.

World Drink of Florida, Inc.

By: 

Charlie V. Grizzaffe  
Its President

World Drink II, Inc.

By: 

Charlie V. Grizzaffe  
Its President

## **AGREEMENT AND PLAN OF MERGER**

### **BETWEEN**

**WORLD DRINK II, INC.**  
(a Florida corporation)

### **AND**

**WORLD DRINK OF FLORIDA, INC.**  
(a Florida corporation)

Agreement and Plan of Merger dated December 28, 2007 between **World Drink II, Inc.**, a Florida corporation ("**World Drink II**") and **World Drink of Florida, Inc.**, a Florida corporation ("**World Drink of Florida@**").

### **AGREEMENT**

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida law, at the Effective Time (as defined below), **WORLD DRINK II** shall be merged with and into **WORLD DRINK OF FLORIDA** (the "Merger"), the separate and corporate existence of **WORLD DRINK II** shall cease, and **WORLD DRINK OF FLORIDA** (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. (**WORLD DRINK OF FLORIDA** and **WORLD DRINK II** is collectively referred to as the "Constituent Corporations.")

2. The Merger shall become effective as of **January 1, 2008** (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each Constituent Corporation. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent

Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:


(a) each issued and outstanding share of the capital stock of **WORLD DRINK II** shall be cancelled without payment of any consideration and without any conversion, and

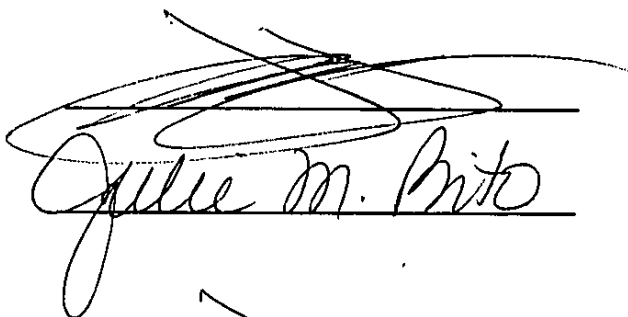
(b) each issued and outstanding share of capital stock of **WORLD DRINK OF FLORIDA** shall remain issued and outstanding.

6. The articles of incorporation of **WORLD DRINK OF FLORIDA** in effect immediately prior to the Effective Time shall continue without change and be the articles of incorporation of the Surviving Corporation.

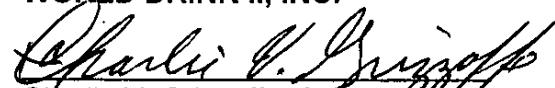
7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

**WORLD DRINK OF FLORIDA, INC.**

  
Charlie V. Grizzaffe, President



**WORLD DRINK II, INC.**

  
Charlie V. Grizzaffe, President

