

P03000104253

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

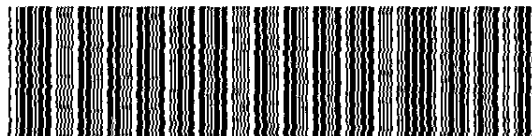
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



300026300093

01/09/04 -01070--010 \*\*78.75

FILED  
04 JAN -9 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
04 JAN -9 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Cavallone JAN 09 2004

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Orlando Foodservice Incorporated

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- ☒ \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

## ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, the undersigned domestic corporations adopt the following Articles of Merger:

1. The name of the undersigned corporations and the states under the laws of which they are organized are:

<u>Name of Corporation</u>	<u>State of Corporation</u>
Floriana Pasta Company	Florida
Orlando Foodservice Incorporated	Florida

2. The name of the surviving corporation is ORLANDO FOODSERVICE, INCORPORATED ("OFS") and is to be governed by the laws of the State of Florida.

3. The following Plan of Merger did not need to be approved by FLORIANA PASTA COMPANY ("FLORIANA") since FLORIANA is a wholly owned subsidiary of OFS. The Plan of Merger was approved by the Board of Directors of both OFS and FLORIANA on December 1, 2003, in the manner prescribed by the laws of the State of Florida under which they are organized. See Plan of Merger ("Plan") attached hereto as Exhibit A.

4. The effective date of the merger shall be the date these Articles of Merger are filed with the Florida Department of State.

5. The surviving corporation, OFS, upon the effective date of the merger:

FILED  
04 JAN - 9  
TALLAHASSEE  
SECRETARY OF STATE  
ORLANDO

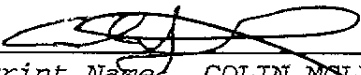
A. Agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of FLORIANA, the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of FLORIANA against the surviving corporation;

B. Irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any proceeding; and

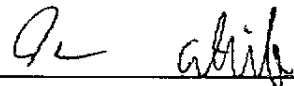
C. Agrees that it will promptly pay to the dissenting shareholders of FLORIANA the amount, if any, to which they are entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

Dated this 8th day of January, 2004.

ORLANDO FOODSERVICE, INCORPORATED

By   
Print Name: COLIN MCLEAN  
Title: President

FLORIANA PASTA COMPANY

By   
Print Name: JASON ALTIF  
Title: President

## PLAN OF MERGER

Plan of Merger dated December 1, 2003, between ORLANDO FOOD SERVICE, INC. ("OFS"), referred to as the Surviving Corporation and FLORIANA PASTA COMPANY ("FLORIANA") referred to as the Absorbed Corporation.

### R E C I T A L S

A. OFS is a corporation organized and existing under the laws of the State of Florida with its principal office at 2540 Shader Road, Orlando, Florida 32804; and

B. OFS has a capitalization of 10,000,000 authorized shares of common stock, of which 1,000,000 are issued and outstanding; and

C. FLORIANA is a corporation organized and existing under the laws of the State of Florida with its principal office at 2540 Shader Road, Orlando, Florida 32804; and

D. FLORIANA has a capitalization of 10,000 authorized shares of common stock, of which 100 shares are issued and outstanding; and

E. All of the shares of FLORIANA are owned by OFS and the relationship between these two (2) corporations is that of parent and subsidiary; and

F. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the respective corporations that FLORIANA be merged

into OFS pursuant to the provisions of Sections 607.1104, et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

**Section One. Merger.** FLORIANA shall merge with and into OFS, which shall be the Surviving Corporation.

**Section Two. Terms and Conditions.** On the effective date of the Merger, the separate existence of FLORIANA shall cease, and OFS shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the Merger.

**Section Three. Conversion of Shares.** The manner and basis of converting the shares of the Absorbed Corporation into shares of common stock of the Surviving Corporation is as follows:

1. Each share of the common stock of FLORIANA (Absorbed Corporation) issued and outstanding on the effective date of the merger shall be cancelled in consideration for the assumption by OFS of all of the debts, obligations or other liabilities of FLORIANA.

**Section Four.** *Changes in Articles of Incorporation.*

The Articles of Incorporation of the Surviving Corporation, OFS, shall continue to be its Articles of Incorporation following the effective date of the Merger.

**Section Five.** *Changes in Bylaws.* The Bylaws of the Surviving Corporation, OFS, shall continue to be its Bylaws following the effective date of the Merger.

**Section Six.** *Directors and Officers.* The directors and officers of the Surviving Corporation shall be as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Colin McLean	President, Director	2540 Shader Road Orlando, Florida 32804
Jason Altif	Vice President, Secretary, Treasurer, Director	2540 Shader Road Orlando, Florida 32804
Charles Springer	Director	2540 Shader Road Orlando, Florida 32804

**Section Seven.** *Prohibited Transactions.* Neither of the constituent corporations shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except that the Absorbed and

Surviving Corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this Merger.

**Section Eight.** *Approval of Shareholders.* This Plan of Merger shall not require a vote of the shareholders of FLORIANA based upon the provisions set forth in §607.1104(1)(a), Fla. Stat., as amended.

**Section Nine.** *Effective Date of Merger.* The effective date of this Merger shall be the date when Articles of Merger and this Plan of Merger are filed with the Florida Department of State.

**Section Ten.** *Dissenter's Rights.* Dissenter's Rights as provided for in §607.1320, Fla. Stat., as amended, are not applicable to this transaction since no shareholder of FLORIANA dissented from the Plan of Merger.

**Section Eleven.** *Waiver of Mailing Requirement.* OFS is the sole shareholder of FLORIANA and hereby waives the mailing requirements of §607.1104(2), Fla. Stat., as amended.



Executed on behalf of the parties by the officers,  
sealed with their corporate seals, and attested by their  
respective secretaries pursuant to the authorization of their  
respective Boards of Directors on the date first above written.

ORLANDO FOODSERVICE INCORPORATED

[Corporate Seal]

By   
COLIN MCLEAN, President

Attest:

\_\_\_\_\_

FLORIANA PASTA COMPANY

[Corporate Seal]

By   
JASON ALTIF, President

Attest:

\_\_\_\_\_