

P03000141652

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
ALL 2/10/09

LAW OFFICES
WAYNE P. CASTELLO

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MERIDIEN PLACE
2772 N. W. 43RD STREET, SUITE W
GAINESVILLE, FLORIDA 32606-7434

August 4, 2009

VIA FEDERAL EXPRESS

State of Florida
Department of State
Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301
Telephone (850) 245-6052

Re: Articles of Merger between Micanopy Gourmet, Inc. (surviving corporation) and
Kinard Ventures, Inc. (merging corporation)

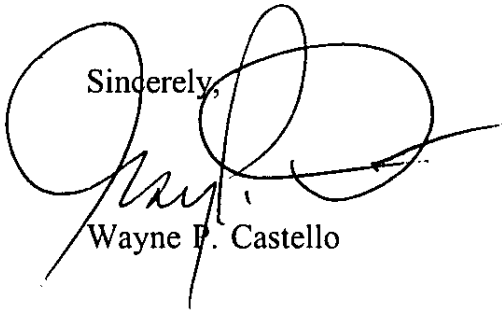
Dear Division of Corporations:

Please find enclosed herewith the Articles of Merger and one copy for the
above-referenced corporations. I would appreciate your filing same and returning a
Certified Copy to me. A check in the amount of \$43.75 is enclosed to cover the
following costs:

Filing Fee (for surviving corporation)	\$ 35.00
Filing Fee (for merging corporation)	35.00
Certified Copy of Articles of Merger	<u>8.75</u>
TOTAL	\$ 78.75

If there are any questions, please advise. Thank you for your cooperation and
assistance with this matter.

Sincerely,



Wayne P. Castello

WPC:deh
Enclosures
w2.2009-104.clt

(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 of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MICANOPY GOURMET, INC.	FLORIDA	P03000141652

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
KINARD VENTURES, INC.	FLORIDA	P04000153610

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 ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 August 4, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 August 4, 2009.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

MICANOPY GOURMET, INC.

Charles F. Kinard

CHARLES F. KINARD, PRESIDENT & DIRECTOR

KINARD VENTURES, INC.

Charles F. Kinard

CHARLES F. KINARD, PRESIDENT & DIRECTOR

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is 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 of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>MICANOPY GOURMET, INC.</u>	<u>FLORIDA</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>KINARD VENTURES, INC.</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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Third: The terms and conditions of the merger are as follows: 100% of the assets of Kinard Ventures, Inc. shall be merged into the assets of Micanopy Gourmet, Inc.

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: The shares of Kinard Ventures, Inc. shall be converted to shares of the surviving corporation, Micanopy Gourmet, Inc. The surviving corporation, Micanopy Gourmet, Inc. shall assume all of the obligations of the merging corporation, Kinard Ventures, Inc.

(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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: