

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000305415 3)))



H120003054153ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

EFFECTIVE DATE
12-31-12

From:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Account Number : 075410002172
Phone : (239) 344-1100
Fax Number : (239) 344-1200

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
FLAVOR FRESH, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$143.75

**NOTE: EFFECTIVE 12/31/2012 AND
NAME CHANGE**

RECEIVED

12 DEC 31 AM 8:01

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12 DEC 31 PM 4:46

12 DEC 31 PM 4:46

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

Mergers
W/ Name Change
DC
01/02/13

FAX AUDIT NO: H12000305415 3

ARTICLES OF MERGER

EFFECTIVE DATE
12-31-12

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with s. 607.1109, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Colace, LLC	Florida	limited liability company
The Thomas Colace Company, LLC	Florida	limited liability company
Better Fruits & Vegetables, LLC	Florida	limited liability company
Ultra Fresh Food Processing, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Flavor Fresh, Inc.	Florida	corporation

THIRD: The attached plan of merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

FOURTH: The effective date of this merger shall be December 31, 2012.

FIFTH: Signatures for Each Party:

Colace, LLC
The Thomas Colace Company, LLC
Better Fruits & Vegetables, LLC
Ultra Fresh Food Processing, LLC

By: Toby K. Purse
Toby K. Purse
Authorized Representative

Flavor Fresh, Inc.

By: Toby K. Purse
Toby K. Purse
Vice President

FAX AUDIT NO.: H12000305415 3

FAX AUDIT NO.: H12000305415 3

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Colace, LLC	Florida	limited liability company
The Thomas Colace Company, LLC	Florida	limited liability company
Better Fruits & Vegetables, LLC	Florida	limited liability company
Ultra Fresh Food Processing, LLC	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Flavor Fresh, Inc.	Florida	corporation

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

1. Merger. In accordance with the provisions of the Florida Limited Liability Company Act and the Florida Business Corporation Act, Colace, LLC, The Thomas Colace Company, LLC, Better Fruits & Vegetables, LLC and Ultra Fresh Food Processing, LLC (collectively, the "Companies"), shall merge with and into Flavor Fresh, Inc. (the "Corporation") (the "Merger"), the separate existence of the Companies shall cease, and the Corporation shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. Effective Date. The Merger shall become effective as of the 31st day of December, 2012 (the "Effective Date").

3. Effect of Merger. The Merger shall have the effect set forth in the Florida Business Corporation Act and the Florida Limited Liability Company Act.

4. Surviving Members. The shareholders of the Surviving Entity as of the Effective Date shall remain the shareholders of the Surviving Entity following the Effective Date.

FOURTH: The manner and basis of converting the membership units of the merging parties into shares of common stock of the Surviving Entity, in whole or in part, into cash or other property are as follows:

FAX AUDIT NO.: H12000305415 3

FAX AUDIT NO.: H12000305415 3

A. Immediately prior to the Effective Date, one hundred percent (100%) of the outstanding membership units of the merging parties are owned either directly or indirectly by its parent, the Surviving Entity, and one hundred percent (100%) of the outstanding shares of common stock of the Surviving Entity are owned by LFC Enterprises, Inc., a Florida corporation. Upon the Effective Date, each membership unit of the merging parties then outstanding shall be cancelled. Each share of common stock of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a share of common stock following the Merger.

B. There are no authorized or outstanding rights to acquire interests, shares, membership units, obligations or other securities of any merged party. Therefore, there is not manner or basis of converting rights to acquire interests, shares, membership units, obligations or other securities of each merged party into rights to acquire interests, shares, membership units, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

FIFTH: Pursuant to the provisions of section 607.1006, Florida Statutes, the Surviving Entity adopts the following amendment to Article I of its Articles of Incorporation:

"The name of the corporation is THE THOMAS COLACE COMPANY, INC."

FAX AUDIT NO.: H12000305415 3