

Division of Corporations

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## MERGER OR SHARE EXCHANGE

EDGEWOOD BAKERY, INC.

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Merger

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**ARTICLES OF MERGER  
OF POLLETTA'S BAKERY, INC., A FLORIDA CORPORATION,  
WITH AND INTO  
EDGEWOOD BAKERY, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, POLLETTA'S BAKERY, INC., a Florida corporation, and EDGEWOOD BAKERY, INC., a Florida corporation, hereby submit the following Articles of Merger:

1. The names of the corporations that are parties to the merger are POLLETTA'S BAKERY, INC., a Florida corporation, and EDGEWOOD BAKERY, INC., a Florida corporation. EDGEWOOD BAKERY, INC., a Florida corporation, is the surviving corporation.
2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit A and incorporated herein.
3. In accordance with the Plan of Merger, the effective date of the merger shall be June 9, 2005.
4. The Plan of Merger was duly approved by the Shareholders of POLLETTA'S BAKERY, INC., a Florida corporation, and EDGEWOOD BAKERY, INC., a Florida corporation, respectively, by unanimous written consents dated June 9, 2005.
5. The Plan of Merger was duly approved by the Board of Directors of POLLETTA'S BAKERY, INC., a Florida corporation, and EDGEWOOD BAKERY, INC., a Florida corporation, respectively, by unanimous written consents dated June 9, 2005.

Michael J. Ivan, Jr., Esq.  
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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers as of June 9, 2005.

**POLLETTA'S BAKERY, INC.,**  
a Florida corporation

**EDGEWOOD BAKERY, INC.,**  
a Florida corporation

By: Gary W. Polletta  
**GARY W. POLLETTA,**  
Its: President

By: Gary W. Polletta  
**GARY W. POLLETTA,**  
Its: President

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**PLAN OF MERGER**

THIS PLAN OF MERGER is dated June 9, 2005 by and between POLLETTA'S BAKERY, INC., a Florida corporation, and EDGEWOOD BAKERY, INC., a Florida corporation.

**STIPULATIONS**

- A. POLLETTA'S BAKERY, INC., a Florida corporation, is a corporation duly organized and existing under the laws of the State of Florida, with its principal office at 1022 South Edgewood Ave., Jacksonville, FL, 32205 and has a capitalization of 50 authorized shares of no par value common stock, of which 50 shares are issued and outstanding.
- D. EDGEWOOD BAKERY, INC., a Florida corporation, is a corporation duly organized and existing under the laws of the State of Florida, with its principal office at 1022 South Edgewood Ave., Jacksonville, FL, 32205, and has a capitalization of 7,500 authorized shares of \$.10 par value common stock, of which 2,000 shares are issued and outstanding.
- E. The Board of Directors and Shareholders of POLLETTA'S BAKERY, INC., a Florida corporation, and EDGEWOOD BAKERY, INC., a Florida corporation, deem it desirable and in the best business interests of the corporations that POLLETTA'S BAKERY, INC., a Florida corporation, be merged with and into EDGEWOOD BAKERY, INC., a Florida corporation pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, POLLETTA'S BAKERY, INC., a Florida corporation, and EDGEWOOD BAKERY, INC., a Florida corporation, agree as follows:

- 1. **Merger.** POLLETTA'S BAKERY, INC., a Florida corporation, shall merge with and into EDGEWOOD BAKERY, INC., a Florida corporation. EDGEWOOD BAKERY, INC., a Florida corporation, shall be the surviving corporation.
- 2. **Terms and Conditions.** On the effective date of the merger, the separate existence of POLLETTA'S BAKERY, INC., a Florida corporation, shall cease, and EDGEWOOD BAKERY, INC., a Florida corporation, as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, tangible, intangible and mixed, of POLLETTA'S BAKERY, INC., a Florida corporation, without the necessity for any separate transfers. EDGEWOOD BAKERY, INC., a Florida corporation, as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of POLLETTA'S

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BAKERY, INC., a Florida corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporations shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of stock of the absorbed POLLETTA'S BAKERY, INC., a Florida corporation, into shares of the surviving EDGEWOOD BAKERY, INC., a Florida corporation, is as follows:
  - (a) On the effective date of the merger, each outstanding share of POLLETTA'S BAKERY, INC., a Florida corporation, common stock shall cease to be outstanding and cancelled, and no payment shall be made or consideration paid with respect thereto.
  - (b) Each issued and outstanding share of EDGEWOOD BAKERY, INC., a Florida corporation, common stock shall remain issued and outstanding after the effective date of the merger, and the merger shall have no effect on any shares of EDGEWOOD BAKERY, INC., a Florida corporation, common stock that are issued and outstanding.
4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving EDGEWOOD BAKERY, INC., a Florida corporation, shall continue to be its Articles of Incorporation following the effective date of the merger.
5. **Changes in Bylaws.** The Bylaws of the surviving EDGEWOOD BAKERY, INC., a Florida corporation, shall continue to be its Bylaws following the effective date of the merger.
6. **Directors and Officers.** The directors and officers of the surviving EDGEWOOD BAKERY, INC., a Florida corporation, shall continue to be the directors and officers of the surviving EDGEWOOD BAKERY, INC., a Florida corporation, for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.
7. **Prohibited Transactions.** Neither POLLETTA'S BAKERY, INC., a Florida corporation, nor EDGEWOOD BAKERY, INC., a Florida corporation, 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 business entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.
8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval of the Shareholders of POLLETTA'S BAKERY, INC., a Florida corporation, and EDGEWOOD BAKERY, INC., a Florida corporation, in the manner provided by the applicable laws of the State of Florida.

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9. **Effective Date of Merger.** The effective date of this merger shall be June 9 2005.
10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of POLLETTA'S BAKERY, INC., a Florida corporation, or EDGEWOOD BAKERY, INC., a Florida corporation, at any time prior to the effective date of the merger.
11. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the 9 day of June, 2005.

POLLETTA'S BAKERY, INC.  
a Florida corporation

By: Gary W. Polletta  
GARY W. POLLETTA,  
Its: President

EDGEWOOD BAKERY, INC.  
a Florida corporation

By: Gary W. Polletta  
GARY W. POLLETTA,  
Its: President

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