

P07000075229

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

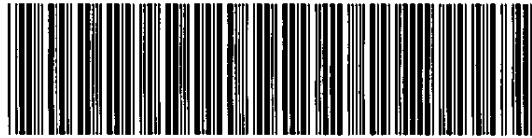
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



400104670134

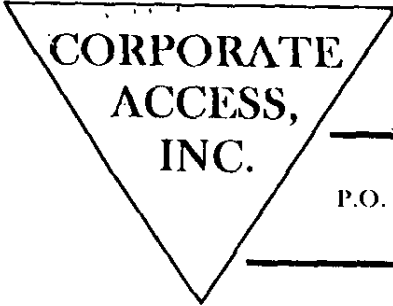
*merger*

06/28/07--01027--004 \*\*43.75

07/02/07--01002--007 \*\*35.00

RECEIVED  
07 JUN 28 AM 11:08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
FILED  
07 JUN 29 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*6/29/07*



"When you need ACCESS to the world"

236 East 6th Avenue . Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

PICK UP:

6/28



CERTIFIED COPY



PHOTOCOPY



CUS



FILING

merger

1.

Sacks Grocery Outlets, Inc.  
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

file second

**FILED**

07 JUN 28 PM 4:28

**ARTICLES OF MERGER  
OF  
SACKS GROCERY OUTLETS, INC.  
A PENNSYLVANIA CORPORATION  
WITH AND INTO  
SACKS GROCERY OUTLETS, INC.  
A FLORIDA CORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act and the Commonwealth of Pennsylvania Corporation Bureau, Sacks Grocery Outlets, Inc., a Pennsylvania corporation ("Sacks Grocery") and Sacks Grocery Outlets, Inc., a Florida corporation ("New Sacks Grocery"), hereby adopt the following Articles of Merger with respect to the merger of Sacks Grocery with and into New Sacks Grocery (the "Merger"):

**FIRST:** The plan of merger, pursuant to the applicable provisions of the Florida Business Corporation Act, and the Commonwealth of Pennsylvania Corporation Bureau, is as follows:

(a) At the "Effective Time" (as such term is hereinafter defined), Sacks Grocery will be merged with and into New Sacks Grocery, and New Sacks Grocery will be the surviving corporation of the Merger. New Sacks Grocery is hereinafter sometimes referred to as the "Surviving Corporation."

(b) The terms and conditions of the Merger are as follows:

(i) The Surviving Corporation shall continue the corporate existence of New Sacks Grocery under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in the parties to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the parties to the Merger, and any claim existing or action or proceeding by or against the parties to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of the parties will be impaired by the Merger.

(ii) The Articles of Incorporation of New Sacks Grocery, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by applicable law.

(iii) The Bylaws of New Sacks Grocery, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(iv) The directors and officers of New Sacks Grocery immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

(c) The manner and basis of converting or exchanging the shares of capital stock in Sacks Grocery into shares of the capital stock in the Surviving Corporation shall be as follows:

(i) By virtue of the Merger and as of the Effective Time, the issued and outstanding shares of common stock in Sacks Grocery will be converted into and become, without action on the part of the holders thereof, one thousand (1000) issued and outstanding shares of common stock in New Sacks Grocery.

(ii) At and after the Effective Time, the sole shareholder of Sacks Grocery upon presentation and surrender of a certificate or certificates therefore to New Sacks Grocery, will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of New Sacks Grocery's common stock to which such holder is entitled as provided in Subsection (c)(i) herein above. Until so presented and surrendered in exchange for a certificate representing common stock in New Sacks Grocery, each certificate which represented issued and outstanding shares of common stock in Sacks Grocery as of the Effective Time, shall be deemed for all purposes to evidence ownership of the number of shares of common stock in New Sacks Grocery into which such shares of common stock in Sacks Grocery have been converted pursuant to the Merger.

(d) The Merger shall become effective upon the date and time of the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida (the "Effective Date").

**SECOND:** Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of New Sacks Grocery, the sole director and sole shareholder of New Sacks Grocery approved the Merger by a Written Consent dated January 22, 2007, and the number of votes cast for approval was sufficient.

**THIRD:** Pursuant to the applicable provisions of the Commonwealth of Pennsylvania Corporation Bureau and the Bylaws of Sacks Grocery, the sole director and the sole shareholder of Sacks Grocery approved the Merger by a Written Consent dated January 22, 2007, and the number of votes cast for approval was sufficient.

IN WITNESS WHEREOF, Sacks Grocery and the Surviving Corporation have caused these Articles of Merger to be signed on their behalf hereinbelow by their respective duly authorized representatives on this 29 day of January, 2007.

**SACKS GROCERY OUTLETS, INC.,** a  
Pennsylvania corporation

By: *Darryl M. Moll*  
Darryl M. Moll, President

**SACKS GROCERY OUTLETS, INC.,** a Florida  
corporation

By: *Darryl M. Moll*  
Darryl M. Moll, President