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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Commercial Food Acquisition, Inc.

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Merger @ 8.1.07

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(Profit Corporations)

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First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Commerical Food Equipment Marketing, Inc.	Florida	V34021

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

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 July 31, 2007

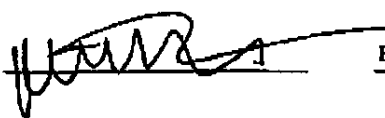
The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

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 July 31, 2007

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

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Commercial Food</u>		<u>Pamela Martin, President</u>
<u>Acquisition, Inc.</u>		
<u>Commercial Food</u>		<u>Kenneth Gill, President</u>
<u>Equipment Marketing, Inc.</u>		

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Commercial Food

Pamela Martin, President

Acquisition, Inc.

Commercial Food

Kenneth Gill, President

Equipment Marketing, Inc.

EXHIBIT A TO
ARTICLES OF MERGER

PLAN OF MERGER

WHEREAS, Commercial Food Equipment Marketing, Inc. (hereinafter called "CFEM") and Commercial Food Acquisition, Inc. (hereinafter called "Commercial Acquisition" and as the survivor of the Merger provided for herein called "Surviving Corporation") are corporations duly organized and existing under the laws of the State of Florida. The parties hereinafter are sometimes collectively and individually referred to as "Constituent Corporations" or a "Constituent Corporation."; and

WHEREAS, the shareholders and Board of Directors of the Constituent Corporations, by resolutions duly adopted, each have approved this Plan of Merger and declare it to be advisable and in the best interest of Constituent Corporations and their shareholders that CFEM merge with and into Commercial Acquisition, which latter corporation shall be the Surviving Corporation, in the manner and upon the terms and conditions set forth herein (the "Merger") pursuant to the applicable provisions of the Florida Business Corporation Act, as amended (the "FBC");

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements contained herein, Constituent Corporations hereby agree as follows:

1. Merger.

Upon compliance with the applicable provisions of the FBC, on the Effective Date (as defined herein), CFEM shall be merged with and into Commercial Acquisition and thereupon the separate existence of CFEM shall cease and Commercial Acquisition shall continue to exist as Surviving Corporation.

2. Articles of Incorporation.

The Articles of Incorporation, as in effect immediately before the Merger, shall be hereby amended as follows: (i) the legal name of the Surviving Corporation shall be Commercial Food Equipment Marketing, Inc.; and (ii) the principal place of business/ mailing address for the Surviving Corporation shall be c/o Morgan, Lewis & Bockius, 5300 Southeast Financial Center, 200 South Biscayne Blvd., Miami, Florida 33131-2339. The Articles of Incorporation and By-laws of Surviving Corporation, as amended herein, shall be the Articles of Incorporation thereafter until further amended as provided by law and in accordance with their respective terms.

3. Conversion of Securities on Merger.

On the Effective Date, by virtue of the Merger:

3.1 Each issued share of the non-surviving corporation held by Commercial Acquisition and, immediately prior to the effective time, holder of all CFEM Common Stock shall, at the effective time and date of the Merger be cancelled.

3.2 Each share of CFEM Common Stock shall remain outstanding.

4. Amendment of Plan.

This Plan of Merger may be amended by the mutual agreement of the shareholders and Board of Directors of the Constituent Corporations at any time prior to its Effective Date, except that an amendment made subsequent to the adoption of this Plan of Merger by the shareholders of either Constituent Corporation shall not change:

4.1 The amount or kind of shares to be received in exchange for all or any of the shares of either Constituent Corporation;

4.2 Any term of the Articles of Incorporation of Surviving Corporation to be effected by the Merger; or

4.3 Any of the terms and conditions of this Plan of Merger if the change would adversely affect the holders of any shares of either Constituent Corporation.

5. Effective Date.

The Effective Date of the Merger shall be the date of filing of the Articles of Merger with the Department of State of the State of Florida.

6. State Filings.

The proper officers of Constituent Corporations shall make and execute whatever certificates and documents are required by the State of Florida to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the State of Florida, which may be necessary and proper to effect such Merger.

7. Effect of Merger.

On the Effective Date of the Merger:

7.1 The separate existence of CFEM shall cease and Commercial Acquisition shall continue to exist as Surviving Corporation.

7.2 Surviving Corporation shall succeed to and possess all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises, and shall be subject to all of the obligations, restrictions and liabilities of CFEM, all without further act or deed, and all as more fully set forth under the FBC.

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8. Further Assurances.

If at any time after the Effective Date, Surviving Corporation shall determine that any further actions or instruments of conveyance are necessary or desirable in order to vest in and confirm to Surviving Corporation full title to and possession of all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises of CFEM, then the officers or directors of Surviving Corporation, or at their request the persons who were officers and directors of CFEM immediately prior to the Effective Date, as such officers and directors, shall have the authority to and shall take all such actions and execute and deliver all such instruments as Surviving Corporation may so determine to be necessary or desirable.

9. Termination.

At any time prior to the filing of the Articles of Merger with the Secretary of State, this Plan of Merger may be terminated by the Board of Directors of either Constituent Corporation, notwithstanding the prior approval of this Plan of Merger by the shareholders of Constituent Corporations.