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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

*This is a re-fax; please give 12-28-11 as file date —

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

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MERGER OR SHARE EXCHANGE

TriMark USA, LLC

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	$60.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P07-83804

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G. MCLEOD
JAN 04 2012
EXAMINER

13

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TriMark USA, LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

George Courtot
Contact Person

TriMark USA, LLC
Firm/Company

505 Collins Street
Address

South Attleboro, MA 02703
City, State and Zip Code

gcourtot@trimarkusa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

George Courtot at (508) 399-2400
Name of Contact Person — Area Code and Daytime Telephone Number

☑ Certified Copy (optional) $8.75

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Articles of Merger
For
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

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

Name	Jurisdiction	Form/Entity Type
Commercial Food Equipment Marketing, Inc.	Florida	Corporation

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TALLAHASSEE, FLORIDA

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

Name	Jurisdiction	Form/Entity Type
TriMark USA, LLC	Delaware	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2011

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

505 Collins Street

South Attleboro, Massachusetts 02703

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Commercial Food Equipment Marketing Inc.		George Courtot
TriMark USA, LLC		George Courtot

Corporations:	Chairman, Vice Chairman, President or Officer *(If no directors selected, signature of incorporator.)*
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: $35.00 Per Party

Certified Copy (optional): $8.75

PLAN OF MERGER

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

Name	Jurisdiction	Form/Entity Type
Commercial Food Equipment Marketing, Inc.	Florida	Corporation

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

Name	Jurisdiction	Form/Entity Type
TriMark USA, LLC	Delaware	Limited Liability Company

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

Commercial Food Equipment Marketing, Inc. will be merged with and into TriMark USA, LLC (the "Surviving LLC") effective as of December 31, 2011 (the "Effective Date"). The name of the Surviving LLC will be TriMark USA, LLC. On the Effective Date the Certificate of Formation of TriMark USA, LLC on file with the Secretary of State of the State of Delaware will be the Certificate of Formation of the Surviving LLC, and the Limited Liability Company Agreement of TriMark USA, LLC will be the Limited Liability Company Agreement of the Surviving LLC. The respective managers and officers of TriMark USA, LLC will continue in office as managers and officers of the Surviving LLC.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The sole shareholder of Commercial Food Equipment Marketing, Inc. is TriMark USA, LLC (the "Surviving LLC"). All of the shares of Commercial Food Equipment Marketing, Inc. will be cancelled without consideration at the Effective Date. The previously outstanding membership interests of the Surviving LLC shall not be affected by the merger but shall continue to be outstanding. The sole member of the Surviving LLC shall, on the Effective Date, continue to be the sole member of the Surviving LLC and its ownership therein shall not be affected.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Not applicable.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

The sole manager is Jerry Hyman. His business address is:

505 Collins St.

South Attleboro, Massachusetts 02703

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

None.

(Attach additional sheet if necessary)

To:

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

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MERGER OR SHARE EXCHANGE

TriMark USA, LLC

Certificate of Status	0
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