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MERGER OR SHARE EXCHANGE

Winery Road, Inc.

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**PLAN AND ARTICLES OF MERGER
OF
WINE INNOVATIONS, INC.
AND
WINERY ROAD, INC.
(Document No. P08000093792)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Plan and Articles Merger are submitted in accordance with the Florida Business Corporation Act, section 607.1105, Florida Statutes.

1. **The Merger, Parties to the Merger.** This Plan and Articles of Merger shall be filed with the State of Florida and become effective on March 10, 2011 (the "Effective Date"), and at such time Wine Innovations, Inc., a Florida corporation ("Innovations"), shall be merged (hereinafter, the "Merger") with and into Winery Road, Inc., a Florida corporation (the "Surviving Corporation").

2. **Articles of Incorporation and Bylaws.** After the Merger, the Articles of Incorporation (without amendment) and Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered or amended as provided therein or by law.

3. **Board of Directors and Officers.** The Board of Directors and officers of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors and officers of the Surviving Corporation until their successors are elected and qualified or their earlier death or resignation.

4. **Effect of the Merger.** Upon the Merger becoming effective, (i) the separate existence of the Innovations shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Innovations shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Innovations, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Innovations shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Innovations shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Innovations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Plan and Articles of Merger. The Merger is intended to qualify as a tax-free reorganization within the meaning of [Section 368(a)] of the Code.

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5. Conversion of Capital Stock.

a. Common Stock of Innovations. On the Effective Date, each outstanding share of common stock of Innovations shall be converted by operation of law and without any action by the holders of such shares into the right to receive one share of common stock of the Surviving Corporation. Innovations does not have any other classes or series of capital stock outstanding, nor do there exist any options, warrants or other rights to acquire any capital stock of Innovations.

b. Common Stock of the Surviving Corporation. On the Effective Date, all of the shares of stock of the Surviving Corporation issued and outstanding immediately prior to the Merger shall remain issued and outstanding and shall be unaffected by the Merger.

6. Approval of Merger. The Merger and this Plan and Articles of Merger were duly approved, authorized and adopted by the Shareholders and Board of Directors of Innovations and the Surviving Corporation on February 23, 2011, unanimously.

Dated: February 23, 2011

WINE INNOVATIONS, INC.

By: [Signature]
NAME: JOHN J. ISEL
TITLE: CORP. SEC/TREA

WINERY ROAD, INC.

By: [Signature]
NAME: R. T. ISEL
TITLE: President