

P08239

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November 16, 2000

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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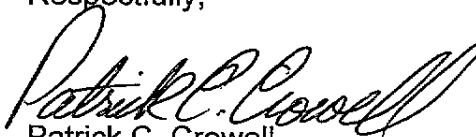
Re: Merger of Central Freshpak Seafoods, Inc. into MCO Industries, Inc.;
and merger of H&N Holdings, Inc., Florico Foliage Corp. and WQBQ
Radio Corporation into MCO Industries, Inc.

Dear Sir or Madam:

Enclosed for filing please find Articles of Merger and the Plan and Agreement of Merger of Central Freshpak Seafoods, Incorporated, into MCO Industries, Inc.; and the Articles of Merger and the Plan and Agreement of Merger of H&N Holdings, Inc., Florico Foliage Corp. and WQBQ Radio Corporation into MCO Industries, Inc. Also enclosed are two copies of the above and I request that one copy of each be certified and one copy be conformed and returned to me in the enclosed preaddressed, stamped envelope. I further request a Certificate of Status or Certificate Evidencing Merger. I have enclosed my firm's check number 4146 in the amount of \$245.00, which includes \$210.00 for the filing fee, \$8.75 for a certified copy of each merger and \$8.75 for a certificate for each merger.

Thank you for your assistance in this matter and should you require anything further, please do not hesitate to contact my office.

Respectfully,


Patrick C. Crowell
For the Firm

EFFECTIVE DATE
12-31-2000

Merger
HFC

12-11-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 28 PM 3:48

PCC/gst
Enclosures

cc: Mr. James P. McComas (w/enclosures)
Orlando, J. Rodriguez, Esquire (w/out enclosures)

\$157.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORICO FOLIAGE CORP., a Florida corporation (Document #L85199)

WQBQ RADIO CORPORATION, a Florida corporation (Document #M80857)

H&N HOLDINGS, INC. a Florida corporation (Document #L80871)

INTO

MCO INDUSTRIES, INC., a Puerto Rico entity, P08239

File date: November 28, 2000, effective December 31, 2000

Corporate Specialist: Louise Flemming-Jackson

EFFECTIVE DATE
12-31-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
MCO Industries, Inc.	Puerto Rico

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
H&N Holdings, Inc.	Florida
Florico Foliage Corp.	Florida
WQBQ Radio Corporation	Florida

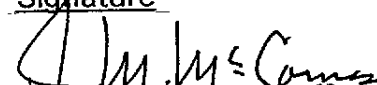
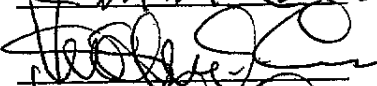
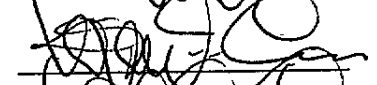
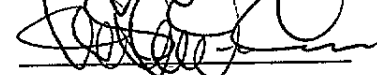
Third: The Plan of Merger is attached.

Fourth: That the merger shall become effective on December 31, 2000 if these Articles of Merger are filed with the Florida Department of State on or prior to such date or upon the filing of these Articles of Merger with the Florida Department of State if they are filed after such date.

Fifth: The Plan of Merger was adopted by the shareholders of the merging corporation on October 27, 2000.

Sixth: The Plan of Merger was adopted by the shareholders of the surviving corporation on October 27, 2000.

Seventh: Signatures for each Corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
MCO Industries, Inc.		John McComas, President
H&N Holdings, Inc.		Hugh McComas, President
Florico Foliage Corp.		Hugh McComas, President
WQBQ Radio Corporation		Hugh McComas, President

Dated: October 27, 2000

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated as of the 27th day of October, 2000 by and among **MCO INDUSTRIES, INC.**, a Puerto Rico corporation authorized to transact business in the State of Florida, hereinafter sometimes called "**MCO**", with its principal office in San Juan, Puerto Rico; and **H&N HOLDINGS, Inc.**, a Florida Corporation, hereinafter sometimes called "**H&N**", with its principal office in Apopka, Florida, **FLORICO FOLIAGE CORP.**, hereinafter sometimes called "**FFC**" with its principal office in Apopka, Florida; and **WQBQ RADIO CORPORATION**, a Florida Corporation, hereinafter sometimes called "**WQBQ**" with its principal office in Apopka, Florida. The said corporations are hereinafter sometimes collectively called "the Constituent Corporations".

WHEREAS, the authorized capital stock of MCO consists of 100,000 shares of common stock with a par value of \$10.00 per share, of which 20,000 shares are issued and outstanding as of the date hereof;

WHEREAS, the authorized capital stock of H&N consists of 10,000 shares of common stock with a par value of \$0.10 per share, of which 10,000 shares are issued and outstanding as of the date hereof;

WHEREAS, the authorized capital stock of FFC consists of 10,000 shares of common stock with a par value of \$0.10 per share, of which 5,000 shares were issued and outstanding as of the date hereof;

WHEREAS, the authorized capital stock of WQBQ consists of 10,000 shares of common stock with a par value of \$0.10 per share, of which 10,000 shares were issued and outstanding as of the date hereof;

WHEREAS, WQBQ is a wholly-owned subsidiary of H&N that is not engaged in an active trade or business as of the date hereof;

WHEREAS, H&N holds 5,000 shares of the issued and outstanding shares of common stock of FFC;

WHEREAS, H&N holds 10,000 shares of the issued and outstanding shares of WQBQ;

WHEREAS, MCO holds 10,000 shares of the issued and outstanding shares of common stock of H&N;

WHEREAS, MCO is engaged in a business consisting of a nursing farm in Florida and a sand and gravel operation in Puerto Rico;

WHEREAS, FFC is engaged in a business consisting of a nursing farm in Florida;

WHEREAS, H&N provides certain management services in Florida for MCO, FFC and WQBQ;

WHEREAS, the merger of H&N, FFC and WQBQ into MCO will reduce an unnecessary complexity in corporate structure, will increase the efficiency of the operations, and will facilitate the financial reporting by MCO;

WHEREAS, the respective Board of Directors of the Constituents Corporations have deemed it advisable and to the advantage of the four corporations that H&N, FFC and WQBQ each merge into MCO upon the terms and conditions herein provided;

WHEREAS, MCO, H&N, FFC and WQBQ intend that the merger contemplated hereby qualify as a tax free reorganization within the meaning of Section 368(a)(1)(A) of the US Internal Revenue Code of 1986, as amended, and Section 1112(g)(1)(A) of the Puerto Rico Internal Revenue Code of 1994, as amended;

WHEREAS, the respective Boards of Directors of MCO, H&N, FFC and WQBQ have approved this Agreement and Plan of Merger and have directed that this Agreement and Plan of Merger be submitted to a vote of the shareholders of said corporations, respectively.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, MCO, H&N, FFC and WQBQ hereby agree to merge in accordance with the following plan:

1. **Merger.** H&N, FFC and WQBQ shall be merged with and into MCO, and MCO shall survive the merger, all as, and with the effect, provided by the corporation laws of the Commonwealth of Puerto Rico, the State of Florida and this Agreement and Plan of Merger. As soon as practicable after the shareholders of each of said corporations shall approve this Agreement and Plan of Merger, an appropriate Certificate of Merger shall be signed, verified and delivered for filing with each of the Secretary of the Commonwealth of Puerto Rico and the Secretary of the State of Florida. This Agreement and Plan of Merger shall become effective for purposes of all applicable law at the close of business on December 31, 2000 if the Certificate of Merger in each such jurisdiction or state shall be filed prior to 4:30 p.m. local time on such date (hereinafter referred to as the "Effective Time").

2. **Directors and Officers and Governing Documents.** The directors and officers of MCO shall be the same upon the Effective Time as they are for MCO immediately prior thereto. The Certificate of Incorporation of MCO shall continue to be the Certificate of Incorporation of MCO as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws. The by-laws of MCO, as in effect at the Effective Time, shall continue to be the by-laws of MCO as the surviving corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

3. **Rights and Liabilities of H&N, FFC and WQBQ.** At and after the Effective Time, MCO shall possess all of the rights, privileges, immunities and franchises of a public and private nature of each of the Constituents Corporations; any and all property, real, personal and mixed, and any and all debts due either of H&N, FFC and WQBQ on whatever account, and all other choses in action, and all and every other interest of either of H&N, FFC or WQBQ shall be taken and transferred to and vested in MCO without further act or deed; and the title to any real estate, or any interest therein, vested in any of such corporations shall not prevent or be in any way impaired by reason of the merger.

4. **Further Assurances.** From time to time, as and when required by MCO, there shall be executed and delivered on behalf of each of H&N, FFC and WQBQ such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in MCO the title to and possession of powers, franchises and authority of each of H&N, FFC and WQBQ and otherwise to carry out the purposes of this Agreement and Plan of Merger, and the officers and directors of MCO are fully authorized in the name and on behalf of each of H&N, FFC and WQBQ or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. **Stock of H&N, FFC and WQBQ.** Upon the Effective Time, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, (i) each share of the issued and outstanding Common Stock of H&N held as of record by the shareholders immediately prior thereto shall be changed and converted into one share of Common Stock of MCO; (ii) each share of the issued and outstanding Common Stock of FFC held as of record by the shareholders shall be changed and converted into one share of Common Stock of MCO; and (iii) each share of the issued and outstanding Common Stock of WQBQ held as of record by the shareholders shall be changed and converted into one share of Common Stock of MCO.

6. **Stock of MCO.** Upon the Effective Time, by virtue of this Agreement and Plan of Merger, and without any action on the part of the holder thereof, each share of Common Stock of MCO outstanding immediately prior thereto shall retain the status of an authorized and unissued share of Common Stock of MCO.

7. **Stock Certificates.** At and after the Effective Time, each certificate representing shares of Common Stock of H&N, each certificate representing shares of Common Stock of FFC and each certificate representing shares of Common Stock of WQBQ shall be exchanged for certificates representing an equal number of shares of Common Stock of MCO. Promptly upon such exchange, MCO shall cause to be canceled and retired each such certificate representing shares of Common Stock of H&N, FFC and WQBQ issued pursuant to the immediately preceding sentence. Until so exchanged, canceled and retired, each such certificate, upon and after the Effective Time, shall be deemed for all purposes, other than the payment of dividends or other distributions, if any, to shareholders, to represent the number of shares of Common Stock of H&N, FFC or WQBQ represented thereby.

8. **Employee Benefit Plans.** As of the Effective Time, MCO shall assume all obligations of each of H&N, FFC and WQBQ under any and all employee benefit plans in effect as of such time or with respect to which employee rights or accrued benefits are outstanding as of such time.

9. **Book Entries.** As of the Effective Time, entries shall be made upon the books of MCO in respect of this Agreement and Plan of Merger in accordance with the following:

(a) The assets and liabilities of each of H&N, FFC and WQBQ immediately prior to the Effective Time shall be recorded on the books of MCO at the same amounts at which they were carried on the books of H&N, FFC and WQBQ immediately prior to the Effective Time.

(b) There shall be credited as stated capital in respect of the Common Stock of MCO the aggregate amount of the par value of all shares of Common Stock of H&N, FFC and WQBQ issued as a result of the conversion of the outstanding shares of Common Stock of H&N, FFC and WQBQ into shares of Common Stock of MCO pursuant to this Agreement and Plan of Merger.

(c) There shall be credited (or debited) as surplus (or deficit) in respect of the capital account of MCO the excess of; (i) the amount of the capital of each of H&N, FFC and WQBQ in respect of the Common Stock of H&N, FFC and WQBQ, respectively, plus the amount carried in the Capital Surplus account of each of H&N, FFC and WQBQ immediately prior to the Effective Time over; (ii) the amount credited

as stated capital in respect of the Common Stock of each of H&N, FFC and WQBQ pursuant to paragraph (b) of this Section 9.

(d) There shall be credited (or debited) as surplus (or deficit) in respect of retained earnings of MCO the aggregate of the amount carried in the Retained Earnings account of each of H&N, FFC and WQBQ immediately prior to the Effective Time.

As of the Effective Time, entries shall be made upon the books of each of H&N, FFC and WQBQ to close the books of account.

10. **Appointment of Agent.** MCO hereby consents to service of process in the State of Florida in any action or special proceeding for the enforcement of any liability or obligation of H&N, FFC and WQBQ, and hereby irrevocably appoints the Secretary of State of each such jurisdiction as MCO's agent to accept service of process in any action or special proceeding for the enforcement of any such liability or obligation. The address to which a copy of such process shall be mailed by the Secretary of State of each such jurisdiction is PO Box 1264, San Lorenzo, Puerto Rico 00754, Attention: Secretary.

11. **Amendment.** At any time before or after approval and adoption by the shareholders of H&N, FFC and WQBQ and prior to the Effective Time, this Agreement and Plan of Merger may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of H&N, FFC and WQBQ to be necessary, desirable or expedient; provided, however, that, after approval of the shareholders of each of H&N, FFC and WQBQ, such amendment may not materially and adversely affect the rights and interests of the shareholders of each of H&N, FFC and WQBQ.

12. **Abandonment.** At any time before the Effective Time, this Agreement and Plan of Merger may be terminated and the merger may be abandoned by the Board of Directors of either H&N, FFC and WQBQ or the three of them, notwithstanding approval of this Agreement and Plan of Merger by the shareholders of MCO or by the shareholders of the H&N, FFC and WQBQ or any of them.

13. **Counterparts.** In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be executed in two or more counterparts, each of which shall be deemed to be an original and the same agreement.

14. **Expenses of Merger.** MCO shall pay all expenses of carrying this Plan and Agreement of Merger into effect and of accomplishing the merger.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority granted by the Board of Directors of each of H&N, FFC and WQBQ and MCO has caused this Agreement and Plan of Merger to be executed by its President and attested to by its Secretary or Assistant Secretary and its corporate seal to be affixed hereto, as of the date first above written.

ATTEST:

By: [Signature]
Secretary

MCO INDUSTRIES, INC.

By: [Signature]
John McComas, President

(Seal)

ATTEST:

By: [Signature]
Secretary

H&N HOLDINGS, INC.

By: [Signature]
Hugh McComas, President

(Seal)



ATTEST:

By: [Signature]
Secretary

FLORICO FOLIAGE CORP.

By: [Signature]
Hugh McComas, President

(Seal)



ATTEST:

By: [Signature]
Secretary

WQBQ RADIO CORPORATION

By: [Signature]
Hugh McComas, President

(Seal)

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