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MERGER OR SHARE EXCHANGE

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ARTICLES OF MERGER
MERGING INSTITUTIONAL FOOD BROKERS OF FLORIDA, INC.
INTO NUCO HOLDINGS, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, NUCO HOLDINGS, INC., a Florida corporation, as the Surviving Entity, hereby delivers these Articles of Merger for the purpose of merging INSTITUTIONAL FOOD BROKERS OF FLORIDA, INC., a Florida corporation, into NUCO HOLDINGS, INC., a Florida corporation.

1. A copy of the Plan of Merger adopted by the constituent entities (the "Plan") is attached hereto as Exhibit A.
2. The Plan was approved by the shareholders of NUCO HOLDINGS, INC., in accordance with the applicable provisions of the Florida Business Corporation Act on September 30, 2009.
3. The Plan was approved by the shareholders of INSTITUTIONAL FOOD BROKERS OF FLORIDA, INC., in accordance with the applicable provisions of the Florida Business Corporation Act on September 30, 2009.

Dated: September 30, 2009

NUCO HOLDINGS, INC.

By: F. Joseph Rakocy
Name: F. Joseph Rakocy
Title: President

INSTITUTIONAL FOOD BROKERS OF FLORIDA, INC.

By: F. Joseph Rakocy
Name: F. Joseph Rakocy
Title: President

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PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by INSTITUTIONAL FOOD BROKERS OF FLORIDA, INC., a Florida corporation ("IFB"), and NUCO HOLDINGS, INC., a Florida corporation ("NUCO"), for the purpose of merging IFB into NUCO pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Act"). NUCO is sometimes referred to herein as the "Surviving Entity."

1. Parties to the Merger. The parties to the merger are INSTITUTIONAL FOOD BROKERS OF FLORIDA, INC., a Florida corporation, and NUCO HOLDINGS, INC., a Florida corporation. The name of the surviving entity is NUCO HOLDINGS, INC.
2. Terms and Conditions of the Merger.
 - (a) Effect of Merger. On the Effective Date (as defined in Section 4 of this Plan), IFB will be merged with and into NUCO pursuant to and in accordance with Section 607.1101 of the Act. The separate existence of IFB shall thereupon cease, and NUCO, as the Surviving Entity, shall be fully vested in the rights, privileges, immunities, powers and franchises of IFB, subject to its restrictions, liabilities, disabilities, and duties.
 - (b) Articles of Incorporation. The Articles of Incorporation of NUCO as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Entity.
 - (c) Directors and Officers. The directors and officers of NUCO in place immediately prior to the Effective Date shall be the directors and officers of the Surviving Entity.
3. Treatment of Shares.
 - (a) NUCO. On and after the Effective Date, each share of capital stock of NUCO currently issued and outstanding shall remain issued and outstanding, and shall represent the issued and outstanding capital stock of the Surviving Entity.
 - (b) IFB. Each share of capital stock of IFB outstanding immediately prior to the Effective Date shall, automatically and without the need for any action by any party, be cancelled upon the Effective Date.
4. Effective Date. The merger of IFB into NUCO will become effective upon September 30, 2009 (the "Effective Date").

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Exhibit A