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Florida Department of State  
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MERGER OR SHARE EXCHANGE  
S.T.I. FOOD SERVICES, INC.

Certificate of Status	0
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SECURITIES DIVISION OF FLORIDA  
TALLAHASSEE, FLORIDA

FEB 27 2012

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## ARTICLES OF MERGER

(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>S.T.I. FOOD SERVICES, INC.</u>	<u>Florida</u>	<u>P11000088690</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>S.T.I. FOOD SERVICES, INC.</u>	<u>New Jersey</u>	<u>0100354006</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 11/14/2011.

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

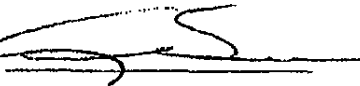
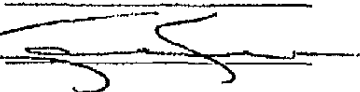
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 11/14/2011.

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)

FILED  
12 FEB 27 AM 10:27  
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleS.T.I. Food Services, Inc.Craig L. Spicer, Director/Presidenta Florida CorporationS.T.I. Food Services, Inc.Craig L. Spicer, Director/Presidenta New Jersey Corporation

**PLAN OF MERGER OF  
S.T.I. FOOD SERVICES, INC.  
a New Jersey corporation  
WITH AND INTO  
S.T.I. FOOD SERVICES, INC.  
a Florida corporation**

This Plan of Merger is for the purpose of merging S.T.I. FOOD SERVICES, INC., a New Jersey corporation (the "Merging Corporation"), with and into S.T.I. FOOD SERVICES, INC., a Florida corporation (the "Surviving Corporation"), the Company and the Surviving Business Entity being hereinafter referred to collectively as the "Constituent Corporations," in accordance with the provisions of Section 14A:10-5.1 of the New Jersey Business Corporation Act and the Florida Business Corporation Act (the "State Laws").

1. Merger. The Constituent Corporations shall effect the Merger upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan of Merger").

a. The Merger. At the Effective Time (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation pursuant to this Plan of Merger, the separate corporate existence of the Merging Corporation shall cease (except as it may be continued by operation of law) and the Surviving Corporation shall continue as the surviving corporation, all upon the terms and subject to the conditions provided for in this Plan of Merger and pursuant to the State Laws. The Surviving Corporation shall continue to be governed by the laws of the State of Florida.

b. Effect of the Merger. The Merger shall have the effect provided therefor by the State Laws. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time (i) all the rights, privileges, immunities, powers and franchises, of a public as well as of a private nature, and all property, real, personal and mixed, and all debts due on whatever account, including, without limitation, subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merging Corporation or the Surviving Corporation shall be taken and deemed to be transferred to, and vested in, the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter effectually the property of the Surviving Corporation, as they were of the Merging Corporation and the Surviving Corporation, and (ii) all debts, liabilities, duties and obligations of the Merging Corporation and the Surviving Corporation shall become the debts, liabilities, duties and obligations of the Surviving Corporation and the Surviving Corporation shall thenceforth be responsible and liable for all the debts, liabilities, duties and obligations of the Merging Corporation and the Surviving Corporation and neither the rights of creditors nor any liens upon the property of the Merging Corporation or the Surviving Corporation shall be impaired by the Merger, and may be enforced against the Surviving Corporation.

c. Consummation of the Merger. Articles of Merger shall be filed with the Division of Revenue within the State of New Jersey and the Secretary of the State of Florida in

accordance with the provisions of the State Laws, and the Merger shall become effective upon the acceptance of such filing by the Secretary of the State of Florida (the "Effective Time").

2. Articles of Incorporation; Bylaws; Directors and Officers. The Articles of Incorporation of the Surviving Corporation from and after the Effective Time shall be the Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time, continuing until thereafter amended in accordance with the provisions therein and as provided by the State Laws. The Bylaws of the Surviving Corporation from and after the Effective Time shall be the Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time, continuing until thereafter amended in accordance with their terms and the Articles of Incorporation of the Surviving Corporation and as provided by the State Laws. The directors of the Surviving Corporation shall be the directors of the Surviving Corporation, in each case until their successors are elected and qualified, and the officers of the Surviving Corporation shall be the officers of the Surviving Corporation.

3. Conversion and Cancellation of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Surviving Corporation, the Merging Corporation or the sole holder of all of the outstanding shares of capital stock of the Merging Corporation (the "Stockholder"), the shares of capital stock of each of the Constituent Corporations shall be converted as follows:

a. Capital Stock of the Surviving Corporation. Each issued and outstanding share of capital stock of the Surviving Corporation shall continue to be issued and outstanding and shall represent shares of stock of the Surviving Corporation. Each stock certificate of the Surviving Corporation evidencing ownership of any such shares shall continue to evidence ownership of such shares of capital stock of the Surviving Corporation.

b. Cancellation of Shares of Capital Stock of the Merging Corporation. All shares of capital stock of the Merging Corporation shall be canceled and no consideration shall be delivered in exchange therefor.

4. Cancellation of Certificates. At the Effective Time, the Stockholder shall surrender all certificates for shares of Merging Corporation Common Stock to the Surviving Corporation and the Surviving Corporation shall cancel such certificates.

5. Termination. This Plan of Merger may be terminated, and the Merger abandoned, at any time on or before the Effective Time by agreement of the Board of Directors of the Surviving Corporation.

6. Amendment. This Plan of Merger may not be amended except by an instrument in writing signed on behalf the Surviving Corporation.

7. Further Assurances. Each of the parties to this Plan of Merger shall execute such documents and other instruments and take such further actions as may be reasonably required or desirable to carry out the provisions of this Plan of Merger and consummate the transactions contemplated by this Plan of Merger or, at and after the Effective Date, to evidence the consummation of the transactions contemplated by this Plan of Merger. Upon the terms and subject to the conditions of this Plan of Merger, each of the parties to this Plan of Merger shall

take or cause to be taken all actions and to do or cause to be done all other things necessary, proper, or advisable to consummate and make effective as promptly as practicable the transactions contemplated by this Plan of Merger.