

Document Number Only

P11136

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600003514236-7
-12/27/00--01041--011
*****70.00 *****70.00

Merge

Total Food Service Direction, Inc

merging into:

Fine Host Corporation

FILED
DEC 27 PM 4:44
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 2:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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THANKS

CONNIE BRYAN

ARTICLES OF MERGER
Merger Sheet

MERGING:

TOTAL FOOD SERVICE DIRECTION, INC., a Florida corporation 472111

into

FINE HOST CORPORATION, a Delaware entity P11136

File date: December 27, 2000

Corporate Specialist: Annette Ramsey

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, F.S.

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

Name

Jurisdiction

Fine Host Corporation

Delaware

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

Name

Jurisdiction

Total Food Service Direction, Inc.

Florida

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 12 / 27 / 00 at 11:59 pm. (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 18, 2000 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 _____.

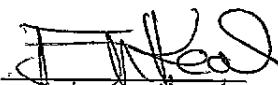

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

Adoption of the Plan of Merger by the merging corporation was not required because the merging corporation is a wholly owned subsidiary of the surviving corporation.

(Attach additional sheets if necessary)

FILED
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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Fine Host Corporation</u>		<u>Ellen Keats, Secretary</u>
<u>Total Food Service Direction, Inc.</u>		<u>Ellen Keats, Secretary</u>
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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each subsidiary corporation are:

Jurisdiction

Delaware

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

Jurisdiction

Florida

Third: The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

By virtue of the fact that all outstanding shares of Total Food Service Direction, Inc. are presently owned by Fine Host Corporation, all shares of common stock of Total Food Service Direction, Inc. which are now issued and outstanding shall be cancelled and retired, and no additional shares of common stock of the Fine Host Corporation shall be issued by reason of the merger.

(Attach additional sheets if necessary)

~~If the merger is between a parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:~~

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

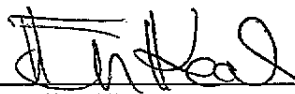
Other provisions relating to the merger are as follows:

WAIVER OF NOTICE

In accordance with the provisions of Section 607.1104 of the Florida Business Corporation Act, Fine Host Corporation, being the sole shareholder of Total Food Service Direction, Inc., hereby waives the requirement that a copy or summary of the Plan of Merger of Total Food Service Direction, Inc. into Fine Host Corporation be mailed to Fine Host Corporation.

Dated: December 18, 2000

FINE HOST CORPORATION

By 
Ellen Keats
Secretary