

JAN-05-2012 (THU)

18:16

CARLTON FIELDS

P.001

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000003509 3)))



H120000035093ABCU

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

## To:

Division of Corporations  
Fax Number : (850) 617-6380

## From:

Account Name : CARLTON FIELDS  
Account Number : 076077000355  
Phone : (813) 223-7000  
Fax Number : (813) 229-4133

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 JAN -5 AM 10:02

FILED

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: JMARKUS@carltonfields.com

Please give the Filing date of the  
original receipt of the document.  
MERGER OR SHARE EXCHANGE

La Cuisine International Distributors, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

JAN-05-2012(THU) 18:19 CARLTON FIELDS

P.007

850-617-6381

1/5/2012 3:49:40 PM PAGE 1/001 Fax Server



January 5, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LA CUISINE INTERNATIONAL DISTRIBUTORS, INC.

2005 N.W. 115TH AVENUE

MIAMI, FL 33172

SUBJECT: LA CUISINE INTERNATIONAL DISTRIBUTORS, INC.

REF: P12000000896

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

FAX Aud. #: H12000003509  
Letter Number: 012A00000301

RECEIVED

12 JAN -6 AM 8:01

TALLAHASSEE, FLORIDA

FILED

2012 JAN -5 AM 10:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
DISTRIBUIDORA LA CUISINE, INC.  
INTO  
LA CUISINE INTERNATIONAL DISTRIBUTORS, INC.  
In Accordance With Section 607.1105, Florida Statutes**

**ARTICLE I  
Names and Surviving Corporation**

The names and state of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>	<u>Entity Type</u>
Distribuidora La Cuisine, Inc.	Florida	Corporation
La Cuisine International Distributors, Inc.	Florida	Corporation

La Cuisine International Distributors, Inc. shall be the surviving corporation.

**ARTICLE II  
Plan of Merger**

The Plan of Merger, which was approved by each domestic corporation that is a party to the merger in accordance with the Florida Business Corporation Act, is attached hereto as Exhibit A.

**ARTICLE III  
Date of Adoption**

The date of adoption of the Plan of Merger by the shareholders of each of the merging domestic corporations and of the surviving corporation was January 4, 2012.

**ARTICLE IV  
Effective Date**

The merger shall be effective on the date of the filing of these Articles of Merger with the Secretary of State of the State of Florida.

JAN-05-2012(THU) 18:17 CARLTON FIELDS

P. 003

Dated this 4 day of January, 2012.

Distribuidora La Cuisine, Inc.

By: 

Josu Gaubeka, President

La Cuisine International Distributors, Inc.

By: 

Josu Gaubeka, President

**PLAN AND AGREEMENT OF MERGER**

**PLAN AND AGREEMENT OF MERGER** made as of the 4th day of January, 2012, by and between Distribuidora La Cuisine, Inc. ("Distribuidora") and La Cuisine International Distributors, Inc ("LCI"). This Agreement contemplates a tax free merger of Distribuidora with and into LCI in a reorganization pursuant to Internal Revenue Code §368(a)(1)(A).

**WHEREAS**, Distribuidora La Cuisine, Inc., is a corporation organized and existing under the laws of the State of Florida, having been incorporated on October 16, 2002, and having an authorized capital of 7,500 shares of \$1.00 par value common stock, of which 100 shares are currently issued and outstanding; and

**WHEREAS**, La Cuisine International Distributors, Inc. is a corporation organized and existing under the laws of the State of Florida, having been established as a limited liability company on March 29, 2004, and converted to a corporation on January 4, 2012. LCI has an authorized capital of 7,500 shares of \$.01 par value common stock, of which 1,000 shares are currently issued and outstanding; and

**WHEREAS**, it is deemed advisable and in the best interests of Distribuidora and LCI and their respective shareholders to merge Distribuidora into LCI under the provisions of Section 607.1105 of the Florida Statutes in order to further the business purpose of reducing overhead, consolidating purchasing and distribution in one entity and allowing the shareholders to participate in the growth and profits of the entire business operation that was previously segmented by the existence of Distribuidora and LCI.

**NOW, THEREFORE**, for the mutual promises set forth herein and for other valuable consideration, the receipt, adequacy, and sufficiency of which are hereby acknowledged, the parties hereto, in accordance with the aforementioned provisions of the laws of the State of Florida, agree as follows:

1. **Merger.** Distribuidora shall be merged into LCI, the surviving corporation, and does hereby agree and prescribe that the laws which shall govern the surviving corporation shall be the laws of the State of Florida.
2. **Surviving Corporation.** The name of the surviving corporation shall be La Cuisine International Distributors, Inc., and its Articles of Incorporation shall be the original Articles of Incorporation which was granted to it at the time of its incorporation.
3. **Effective Date of Merger.** The effective date of this merger shall be on the date of the filing of the Articles of Merger with the Secretary of State of the State of Florida.
4. **Bylaws, Officers, Directors.** The Bylaws of LCI, until amended or revised, shall be the present Bylaws of the surviving corporation. The officers and directors of LCI shall be: Josu Gaubeka, Chairman of the Board, President and Treasurer, and Rafael Guerrero, Vice President, Secretary and Director, and they shall continue as the officers and directors of the surviving corporation until the next annual meetings of shareholders and directors at which time their successors shall be duly elected and qualified.

**5. Capital Stock.**

(a) The authorized capital stock of the surviving corporation shall be 7,500 shares of common stock having a par value of \$.01 each.

(b) The manner of converting the shares of Distribuidora and LCI into shares of the merged corporation shall be as follows. At the effective date of the merger, each of the issued and outstanding shares of common stock, \$1.00 par value, of Distribuidora shall be converted into and become shares of common stock of the surviving corporation, the number of which is to be determined by the Board of Directors of LCI based on the relative values of the merging entities, and, upon such determination, the shareholders of issued and outstanding common stock of Distribuidora shall surrender their shares to the surviving corporation as provided above. Until so surrendered for exchange, the stock certificates nominally representing common stock of Distribuidora shall be deemed for all corporate purposes to evidence the ownership of common stock of the surviving corporation that the holder thereof would be entitled to receive upon its surrender to the surviving corporation.

**6. Effect of Merger.** When this Plan and Agreement of Merger shall have been signed and delivered and Articles of Merger filed and recorded as required by the laws of the State of Florida, the existence of Distribuidora shall cease and it shall be merged into LCI and the surviving corporation shall be known as La Cuisine International Distributors, Inc. The surviving corporation shall possess all the rights, privileges, powers and franchises of a public as well as a private nature, and shall be subject to all the restrictions, liabilities, and duties of the corporations so merged and all and singular the rights, privileges, powers and franchises of the merged corporations, and all property, real, personal and mixed, and all debts due to the merged corporations, on whatever account, shall be vested in the surviving corporation. All property, rights, privileges, powers, and franchises and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the merged corporations, and the title to any real estate, whether by deed or otherwise, vested in the merged corporations, shall not revert or be in any way impaired by reason of this merger; provided, that all rights of creditors and all liens upon the property of the merged corporations shall be preserved unimpaired and all debts, liabilities and duties of the merged corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

*Signatures on the following page*

JAN-05-2012(THU) 18:19 CARLTON FIELDS

P.006

Dated this 4th day of January, 2012.

**MERGING ENTITY:**

Distribuidora La Cuisine, Inc.

By:   
Josu Gaubeka, President

**SURVIVING ENTITY:**

La Cuisine International Distributors, Inc.

By:   
Josu Gaubeka, President