

P16305

Florida Department of State
Division of Corporations
Public Access System

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.

(((H05000295381 3)))

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) 205-0380

From:
Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
Phone : (850) 681-6528
Fax Number : (850) 681-6011

RECEIVED
05 DEC 30 AM 8:00
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Food Group, Inc.

FILED
05 DEC 30 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED
JAN 03 2006

Merger

FILED
05 DEC 30 AM 11:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
OF
TRAFFIC BUILDING PROMOTIONS, INC.
AND
FOOD GROUP, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging TRAFFIC BUILDING PROMOTIONS, INC. with and into FOOD GROUP, INC. as approved by the Board of Directors of TRAFFIC BUILDING PROMOTIONS, INC. on December 29, 2005 and adopted at a meeting by the Board of Directors of FOOD GROUP, INC. on December 29, 2005.

2. The merger of TRAFFIC BUILDING PROMOTIONS, INC. with and into FOOD GROUP, INC. is permitted by the laws of the jurisdiction of organization of FOOD GROUP, INC. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of FOOD GROUP, INC. was December 29, 2005.

3. Shareholder approval was not required for the merger.

• UCC SERVICES

Fax:8506816011

Dec 30 2005 14:40

P.03

Executed on December 29, 2005

TRAFFIC BUILDING PROMOTIONS, INC.

By:



Kevin Farowell
Secretary

FOOD GROUP, INC.

By:



Tom Lobene
Assistant Treasurer

PLAN OF MERGER

1. **FOOD GROUP, INC.**, which is a business corporation of the State of New York and is the parent corporation and the owner of all of the outstanding shares of **TRAFFIC BUILDING PROMOTIONS, INC.**, which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges **TRAFFIC BUILDING PROMOTIONS, INC.** into **FOOD GROUP, INC.** pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of **FOOD GROUP, INC.**

2. The separate existence of **TRAFFIC BUILDING PROMOTIONS, INC.** shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and **FOOD GROUP, INC.** shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of **TRAFFIC BUILDING PROMOTIONS, INC.** shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of **FOOD GROUP, INC.** are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.