

**CORPORATE  
ACCESS,  
INC.**

**A93000000803**

236 East 6th Avenue . Tallahassee, Florida 32303

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Merger

1.) Clarke Ice Cream Company  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CABARRUS CREAMERY COMPANY, INC., a North Carolina corporation not  
qualified

CULINARY PERFECTIONS, INC., a North Carolina corporation not qualified

INTO

**CLARKE ICE CREAM COMPANY**, a Florida entity, P93000000803

File date: June 13, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER  
OF  
CABARRUS CREAMERY COMPANY, INC. AND  
CULINARY PERFECTIONS, INC.  
INTO  
CLARKE ICE CREAM COMPANY

FILED  
JUN 13 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporations named below do hereby adopt the following Articles of Merger.

1. The following is a Plan of Merger for merging Cabarrus Creamery Company, Inc. and Culinary Perfections, Inc., both of which are North Carolina corporations (together, the "Merging Corporations"), into Clarke Ice Cream Company, a Florida corporation (the "Surviving Corporation"), as approved by the Board of Directors of the Surviving Corporation on May 9, 2000:

A. The Surviving Corporation, which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of the Merging Corporations, which are business corporations of the State of North Carolina, hereby merges the Merging Corporations into the Surviving Corporation pursuant to the provisions of the laws of the State of North Carolina and pursuant to the provisions of the Florida Business Corporation Act.

B. The separate existence of the Merging Corporations shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and the Surviving Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

C. The issued shares of the Merging Corporations 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.

D. The Board of Directors and the proper officers of the Surviving Corporation 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.

2. The merger of the Merging Corporations with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Merging Corporations and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of the Merging Corporations was May 9<sup>th</sup>, 2000.

3. As to the Surviving Corporation, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on May 9<sup>th</sup>, 2000.

4. Shareholder approval was not required for the merger.

Executed on May 9<sup>th</sup>, 2000

CABARRUS CREAMERY COMPANY,  
INC.

By: Henry D. Clarke Jr  
Name: Henry D. Clarke Jr  
Title: President

CULINARY PERFECTIONS, INC.

By: Deanna H. Hayman  
Name: DEANNA H. HAYMAN  
Title: President

CLARKE ICE CREAM COMPANY

By: Henry D. Clarke Jr  
Name: Henry D. Clarke Jr  
Title: President