

P93000033765

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

700004690317--8
-11/21/01-01002-017
*****70.00 *****70.00

Vintners Distributors of Florida, Inc.

merging into:

Probas Enterprises, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

Effective
Dec. 1, 2001

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of RSA

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

EFFECTIVE DATE
12-01-01

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Name
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THANKS

CONNIE BRYAN

C. Coulllette NOV 21 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

VITNERS DISTRIBUTORS OF FLORIDA, INC., a Florida corporation,
P93000033765

INTO

PROHAS ENTERPRISES, INC., a California entity not qualified in Florida.

File date: November 20, 2001, effective December 1, 2001

Corporate Specialist: Cheryl Coulliette

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 is:

Name: PROHAS ENTERPRISES, INC.

Jurisdiction: CALIFORNIA

Second: The name and jurisdiction of each **merging** corporation is:

Name: VINTNERS DISTRIBUTORS OF FLORIDA, INC.

Jurisdiction: FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on 12/1/2001.

Fifth: Adoption of Merger by **surviving** corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on 11/5/2001 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s):

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 11/5/2001 and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

EFFECTIVE DATE
12-01-01

Name of **Surviving** Corporation:

PROHAS ENTERPRISES, INC.

Signature:

Raman Goyal

Name of Individual and Title:

RAMAN K. GOYAL, PRESIDENT

Name of **Merging** Corporation:

VINTNERS DISTRIBUTORS OF FLORIDA, INC.

Signature:

Raman Goyal

Name of Individual and Title:

RAMAN K. GOYAL, PRESIDENT

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TALLAHASSEE, FLORIDA

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 **surviving** corporation is:

Name: PROHAS ENTERPRISES, INC.

Jurisdiction: CALIFORNIA

Second: The name and jurisdiction of each **merging** corporation is:

Name: VINTNERS DISTRIBUTORS OF FLORIDA, INC.

Jurisdiction: FLORIDA

Third: The terms and conditions of the merger are as follows:

Merging corporation will merge into Surviving corporation and Merging corporation will disappear

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of the common stock of merging corporation will be exchanged for one share of common stock of surviving corporation

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NONE

Other provisions relating to the merger are as follows:

NONE

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into between PROHAS ENTERPRISES, INC., a California Corporation (herein "Surviving Corporation") and VINTNERS DISTRIBUTORS OF FLORIDA, INC., a Florida Corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Each outstanding share of Merging Corporation shall be converted to one share of Surviving Corporation.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement on 11/5/01.

PROHAS ENTERPRISES, INC.

BY: Raman Goyal
RAMAN K. GOYAL, President

BY: Raman Goyal
RAMAN K. GOYAL, Secretary

VINTNERS DISTRIBUTORS OF FLORIDA, INC.

BY: Raman Goyal
RAMAN K. GOYAL, President

BY: Raman Goyal
RAMAN K. GOYAL, Secretary