

PPH000051670

CCH CORPORATION SYSTEM

CORPORATION(S) NAME

Baker Armstrong, Inc. Merged Into: Boca Foods Company

Merge

12/30/00

00 DEC 20 PM 3:46
SHREVEPORT, LOUISIANA
TALLAHASSEE, FLORIDA

FILED

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name 12/20/00 12/20/00
Availability
Document
Examiner
Updater
Verifier
W.P. Verifier

Order#: 3481652

Ref#:

Amount: \$

DIVISION OF CORPORATION

00 DEC 20 PM 12:11

RECEIVED

100003509001
-12/20/00--01065--001
*****70.00 *****70.00

FL
FMSD

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

BAKER ARMSTRONG, INC., a Delaware corporation F98000003004

INTO

BOCA FOODS COMPANY, a Florida entity, P94000051670.

File date: December 20, 2000 , Effective December 30, 2000

Corporate Specialist: Annette Ramsey

12/30/00

ARTICLES OF MERGER

FILED
00 DEC 20 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Boca Foods Company 910 Mayer Avenue Madison, WI 53704	Florida

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Baker Armstrong, Inc Three Lakes Drive Northfield, IL 60015	Delaware

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.

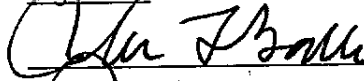

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 13, 2000.

SIXTH: The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 13, 2000.

SEVENTH: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Name & Title</u>
Baker Armstrong, Inc.	Theodore L. Banks Vice President
Boca Foods Company	Theodore L. Banks Vice President

Signature

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
Boca Foods Company	Florida

The name and jurisdiction of each subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Baker Armstrong, Inc.	Delaware

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 is as follows:

Upon the effective date of the Merger the outstanding shares of Baker Armstrong, Inc. shall, by virtue of the Merger, automatically be canceled and retired and no payment shall be made with respect thereto and the then outstanding shares of Boca Foods Company shall remain outstanding and unchanged.

Other provisions relating to the merger are as follows:

The Surviving Corporation shall possess all the rights, privileges, powers and franchises both public and private of Baker Armstrong, Inc. and shall also succeed to all property (real, personal and mixed) and all debts due on whatever account, including choses in action, and all and every other interest belonging to or due to Baker Armstrong, Inc. The Surviving Corporation expressly agrees to assume, perform and be responsible and liable for all debts, liabilities, obligations and duties of Baker Armstrong, Inc., with the effect set forth in Section 259 of the Delaware General Corporation Law, as amended ("Delaware Law").