

JUN-10 05 PM 04:55

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PAGE 1
Page 1 of 1

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

PACIFIC FOOD SYSTEMS, INC.

| | |
|-----------------------|---------|
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PAGE 2

H 05 000 145 025

ARTICLES OF MERGER

(Profit Corporations)

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TALLAHASSEE, FLORIDA

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:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (if known/ applicable) |
|----------------------------|---------------------|--|
| PACIFIC FOOD SYSTEMS, INC. | FLORIDA | P95000003602 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (if known/ applicable) |
|------------------------|---------------------|--|
| FLAGLER EQUITIES, INC. | FLORIDA | P00000117552 |
| | | |
| | | |
| | | |
| | | |

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.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on JUNE 1ST, 2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on JUNE 1ST, 2005.

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

(Attach additional sheets if necessary)

H 05 000 145 025

H 05 000 145 025

Section One. Merger. FLAGLER shall merge with and into PACIFIC, which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, rights, obligations, and other securities of the surviving corporation is as follows:

(a) That the absorbed corporation, FLAGLER, is composed of only two shareholders which owns 100 shares each of common stock; therefore, for each shares of the One Dollar (\$1.00) par value common stock of FLAGLER issued and outstanding on the effective date of the merger shall be converted into 1.5 shares of the One Dollar (\$1.00) par value common stock of PACIFIC, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued.

(b) The conversion shall be effected as follows: After the effective date of the merger, each

H 05 000 145 025

H 05 000 145 025

holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

Section Four. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation, PACIFIC, shall continue to be its articles of incorporation following the effective date of the merger.

Section Five. Changes in Bylaws. The bylaws of the surviving corporation, PACIFIC, shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation, PACIFIC, on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have

H 05 000 145 025

H 05 000 145025

been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

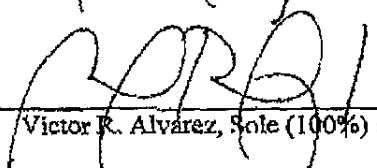
Section Eight. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida.

Section Nine. Effective Date of Merger. The effective date of this merger shall be on the date the Articles of Merger are filed with the Florida Department of State.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

PACIFIC FOOD SYSTEMS, INC., a
Florida corporation (SEAL)

By: 
Victor R. Alvarez, President

By: 
Victor R. Alvarez, Sole (100%) shareholder

H 05 000 145025

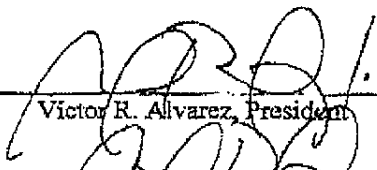
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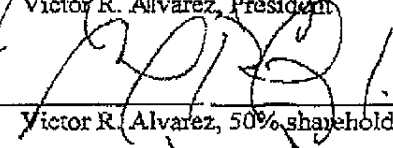
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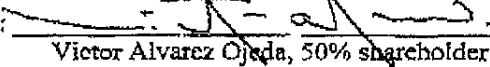
PAGE 6

H 05 000 145 025

FLAGLER EQUITIES, INC.,
a Florida corporation (SEAL)

By: 
Victor R. Alvarez, President

By: 
Victor R. Alvarez, 50% shareholder

By: 
Victor Alvarez Ojeda, 50% shareholder

H 05 000 145 025

PLAN OF MERGER

PLAN OF MERGER dated June 1st, 2005, between PACIFIC FOOD SYSTEMS, INC., ("PACIFIC") hereafter called the surviving corporation, and FLAGLER EQUITIES, INC., ("FLAGLER") hereafter called the absorbed corporation.

STIPULATIONS

A. PACIFIC is a corporation organized and existing under the laws of the State of Florida, with its principal office at 7900 N.W. 36 Street, Miami, Florida 33166.

B. PACIFIC has a capitalization of 500 authorized shares of One Dollar (\$1.00) par value common stock of which 500 shares are issued and outstanding.

C. FLAGLER is a corporation organized and existing under the laws of the State of Florida, with its principal office at 7900 N.W. 36 Street, Miami, Florida 33166.

D. FLAGLER has a capitalization of 7,500 authorized shares of One Dollar (\$1.00) par value common stock of which 200 shares are issued and outstanding.

E. The shareholders and the boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that FLAGLER be merged into PACIFIC pursuant to the provisions of Sections 607.1105, F. S. et seq. of the Florida Business Corporations Act in order that the transaction qualify as a tax-free exchange of shares of the constituent corporations.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

JUN-10-05 FRI 04:57 PM

FAX:

PAGE 8

H 05 000 145029

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Pacific Food Systems, Inc.

Victor R. Alvarez, President

Flagler Equities, Inc.

Victor R. Alvarez, President

Signature



H 05 000 145 025