

P95000050724

JUN-28-1995 16:53 FAX: (904) 922-4000 TO: 11-41-00 P.O.

9 3:59 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136- 9-0000
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000007231))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WHITE EAGLE FOOD COMPANY
FAX AUDIT NUMBER: H95000007231 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/28/1995 TIME REQUESTED: 16:59:11
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000007231)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

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95 JUN 29 AM 8:02

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H95000007231

ARTICLES OF INCORPORATION
OF
WHITE EAGLE FOOD COMPANY

6
RECEIVED
JUN 23 1993
FBI - MIAMI

ARTICLE I.

NAME

The Name of the Corporation is WHITE EAGLE FOOD COMPANY.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general purpose for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in an other trade or business.

Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

H95000007231

2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

3. Enter into any lawful arrangements for sharing profits and losses in any transaction or transactions, and to promote and organize other corporations.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue are 7,500 shares with par value of \$1.00 per share.

ARTICLE V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The mailing address of the Corporation is 1080 N. Delaware Avenue, Suite 506, Philadelphia, PA 19125.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

ARTICLE VII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

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ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivargate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

ARTICLE IX.

INDEMNIFICATION

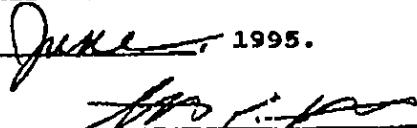
The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 25th day of June, 1995.


Stewart A. Merkin

H95000007231

STATE OF FLORIDA)

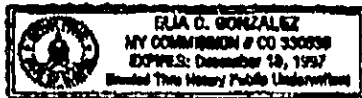
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 28th day of June, 1995.

[Signature]
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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JUL 29 11 32
SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIEDCERTIFICATE OF DESIGNATIONREGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

WHITE EAGLE FOOD COMPANY

2. The name and address of the Registered Agent and office is:

STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Stewart A. Merkin

DATE:

June 28, 1995

H95000007231

P95000050724

ARTICLES OF MERGER
Merger Sheet

MERGING:

WHITE EAGLE FOOD COMPANY, a Delaware corporation, not qualified in
Florida

INTO

WHITE EAGLE FOOD COMPANY, a Florida corporation, P95000050724

File date: November 12, 1996, effective November 15, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-0707
TEL: 904-203-9171
FAX: 904-203-0300

870-3 8080

9500050724



ACCOUNT NO. : 072100000032

REFERENCE: *Patricia Pigitt* 5011226

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : November 12, 1996

ORDER TIME : 10:36 AM

ORDER NO. : 151767-005

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

000002001730--7

EFFECTIVE DATE
11/15/96

FILED
96 NOV 12 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

WHITE EAGLE FOOD COMPANY

INTO

WHITE EAGLE FOOD COMPANY

96 NOV 12 PM 11:30
SECRETARY OF CONFIRMATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

Merge
11/12

ARTICLES OF MERGER
OF

WHITE EAGLE FOOD COMPANY,
a Delaware corporation

WITH AND INTO

WHITE EAGLE FOOD COMPANY,
a Florida corporation

EFFECTIVE DATE
11/15/96

FILED
96 NOV 12 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act
and the
General Corporation Law of the State of Delaware

WHITE EAGLE FOOD COMPANY, a Delaware corporation ("White Eagle Delaware"), desires to merge with and into WHITE EAGLE FOOD COMPANY, a Florida corporation ("White Eagle Florida"). In connection therewith, the undersigned DO HEREBY CERTIFY as follows:

FIRST: That the names and states of incorporation of each of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
WHITE EAGLE FOOD COMPANY	Delaware
WHITE EAGLE FOOD COMPANY	Florida

SECOND: That the merger of White Eagle Delaware with and into White Eagle Florida (the "Merger") is permitted by the laws of the state under which each constituent corporation is incorporated.

THIRD: That a Plan and Agreement of Merger (a copy of which is attached hereto and made a part hereof) has been duly

adopted and unanimously approved by the shareholders of each of the constituent corporations as of October 29, 1996.

FOURTH: That White Eagle Florida is the surviving corporation.

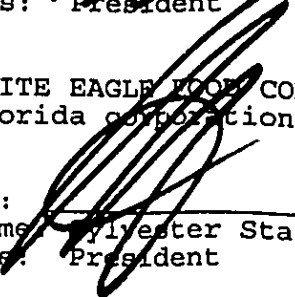
FIFTH: That the Merger shall be effective as of the close of business on November 15, 1996.

IN WITNESS WHEREOF, the Boards of Directors of White Eagle Delaware and White Eagle Florida have each caused these Articles of Merger to be executed by an authorized officer this 29th day of October, 1996.

WHITE EAGLE FOOD COMPANY, a
Delaware corporation

By: 
Name: Sylvester Stallone
Its: President

WHITE EAGLE FOOD COMPANY, a
Florida corporation

By: 
Name: Sylvester Stallone
Its: President

**PLAN AND AGREEMENT
OF MERGER BETWEEN**

WHITE EAGLE FOOD COMPANY
a Delaware corporation

AND

WHITE EAGLE FOOD COMPANY
a Florida corporation

THIS PLAN AND AGREEMENT OF MERGER, dated as of the 29th day of October, 1996, by and among WHITE EAGLE FOOD COMPANY, a Delaware corporation ("White Eagle Delaware"), and WHITE EAGLE FOOD COMPANY, a Florida corporation ("White Eagle Florida"), providing that White Eagle Delaware shall merge with and into White Eagle Florida, pursuant to the terms and conditions contained herein and in accordance with the Florida Business Corporation Act and the General Corporation Law of the State of Delaware, effective as of the close of business on November 15, 1996, (the "Merger").

WHEREAS, White Eagle Delaware, is a Delaware corporation with its principal place of business at 7685 Debeaubien Drive, Orlando, Florida 32835;

WHEREAS, White Eagle Florida, is a Florida corporation with its principal place of business at 7685 Debeaubien Drive, Orlando, Florida 32835;

WHEREAS, the aggregate number of shares that White Eagle Delaware is authorized to issue is 1,500 shares at no par (the "White Eagle Delaware Stock"), of which 1,500 shares are outstanding;

WHEREAS, the aggregate number of shares that White Eagle Florida is authorized to issue is 7,500 shares at \$1.00 par (the "White Eagle Florida Stock"), of which 100 shares are outstanding;

WHEREAS, all of the outstanding shares of White Eagle Delaware and White Eagle Florida are owned by the same individual;

WHEREAS, the Florida Business Corporation Act and the General Corporation Law of the State of Delaware permit the merger of a business corporation of the State of Delaware with and into a business corporation of the State of Florida; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets, and liabilities of both parties be combined into one Surviving Corporation, which shall be WHITE EAGLE FOOD COMPANY, a Florida corporation and which shall continue to exist under its present name pursuant to the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida and the laws of the State of Delaware, do hereby agree to and adopt the following:

ARTICLE I

1.1 Names of Constituent Corporations.

Name of Disappearing Corporation	WHITE EAGLE FOOD COMPANY, a Delaware corporation
----------------------------------	--

Name of Surviving Corporation	WHITE EAGLE FOOD COMPANY, a Florida corporation
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1.2 The Merger; Effect of Merger. At the Effective Time (as defined in Section 1.3 below), White Eagle Delaware shall be merged with and into White Eagle Florida, the separate existence of White Eagle Delaware shall cease, and White Eagle Florida, as the surviving corporation (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Florida.

1.3 Effective Time. The Effective Time of the Merger shall be as of the close of business on November 15, 1996.

1.4 Rights and Obligations of the Surviving Corporation. At the Effective Time, in accordance with the applicable laws of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware, the Surviving Corporation shall possess, insofar as permitted by such laws, all rights, privileges and powers of White Eagle Delaware; and all property and assets of White Eagle Delaware shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall assume and be liable for all liabilities and obligations of White Eagle Delaware.

1.5 Service of Process. The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of White Eagle Delaware, as well as enforcement of any obligation of the

Surviving Corporation arising from the Merger, and hereby appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address within the State of Florida to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware is:

Byrd F. Marshall, Jr.
201 East Pine Street, Suite 1200
Orlando, FL 32801

ARTICLE 2

2.1 White Eagle Florida Stock. At the Effective Time, each share of White Eagle Florida Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock, \$1.00 par value, of the Surviving Corporation. No shares of White Eagle Florida Stock shall be issued to the shareholders of White Eagle Delaware or to any other person in connection with the Merger.

2.2 No Conversion. Since all of the common stock of both White Eagle Delaware and White Eagle Florida is owned by the same shareholder, upon consummation of the Merger, no conversion of the issued and outstanding White Eagle Delaware Stock into White Eagle Florida Stock is necessary.

2.3 Surrender of White Eagle Delaware Stock Certificates. At the Effective Time, no actual surrender of certificates representing shares of White Eagle Delaware Stock is required; instead, from and after the Effective Time all such certificates shall be deemed for all purposes surrendered and canceled. Because all of the common stock of both White Eagle Delaware and White Eagle Florida is owned by the same shareholder, no consideration shall be given or paid for the surrender of the White Eagle Delaware Stock.

2.4 Closing of White Eagle Delaware Transfer Book. From and after the Effective Time, the stock transfer books of White Eagle Delaware shall be closed and no transfer of shares of White Eagle Delaware Stock shall thereafter be made.

ARTICLE 3

3.1 White Eagle Florida Articles of Incorporation. The Articles of Incorporation of White Eagle Florida in effect

Immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation, until such Articles shall be amended as provided by law.

3.2 White Eagle Florida Bylaws. The Bylaws of White Eagle Florida in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended or repealed.

3.3 White Eagle Florida Board of Directors. The membership of the Board of Directors of White Eagle Florida in effect immediately prior to the Effective Time shall be and remain the membership of the Board of Directors of the Surviving Corporation, until such time as their successors are duly elected and seated and/or the number of members is altered in accordance with the terms of the Bylaws of the Surviving Corporation.

ARTICLE 4

4.1 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend this Plan and Agreement of Merger prior to the filing of the Articles of Merger with the respective Secretaries of State; provided, however, that an amendment made subsequent to the adoption of this Plan and Agreement of Merger by the shareholders of White Eagle Delaware and White Eagle Florida shall be subject to the limitations specified in the Florida Business Corporation Act and the General Corporation Law of the State of Delaware.

4.2 Termination. This Plan and Agreement of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the respective Secretaries of State, whether before or after adoption of this Plan and Agreement of Merger by the shareholders of White Eagle Delaware or White Eagle Florida, if the Board of Directors of any party hereto determines that the consummation of the transactions provided for herein would not, for any reason, be in its best interest.

4.3 Condition to Merger. The respective obligations of each party to effect the Merger shall be subject to the Boards of Directors of White Eagle Delaware and White Eagle Florida submitting the terms of this Plan and Agreement of Merger to their shareholders for requisite approval, and obtaining such approval at or prior to the Effective Time.

4.4 Filing of Articles of Merger. After obtaining such approval by such shareholders, all required documents shall be

executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

IN WITNESS WHEREOF, White Eagle Delaware and White Eagle Florida have caused this Plan and Agreement of Merger to be executed in their corporate names by their respective officers this 29th day of October, 1996.

WHITE EAGLE FOOD COMPANY, a
Delaware corporation

By: 
Name: Sylvester Stallone
Its: President

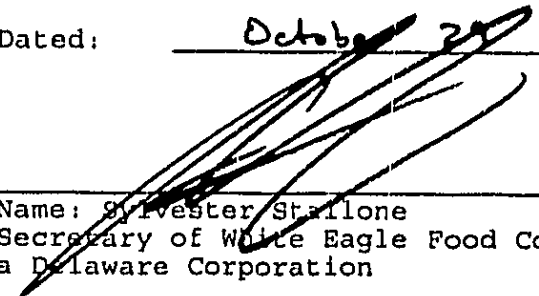
WHITE EAGLE FOOD COMPANY, a
Florida corporation

By: 
Name: Sylvester Stallone
Its: President

CERTIFICATE OF SECRETARY OF WHITE EAGLE FOOD COMPANY
a Delaware corporation

The undersigned, being the Secretary of WHITE EAGLE FOOD COMPANY, a Delaware corporation, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the General Corporation Law of the State of Delaware, to the adoption of the foregoing Plan and Agreement of Merger.

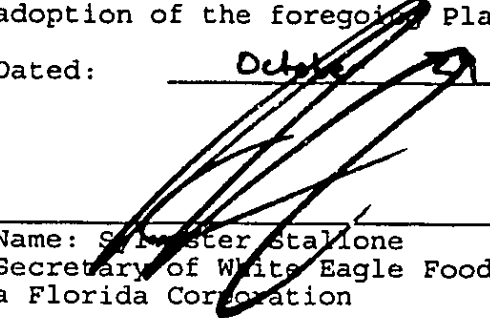
Dated: October 20, 1996


Name: Sylvester Stallone
Secretary of White Eagle Food Company,
a Delaware Corporation

CERTIFICATE OF SECRETARY OF WHITE EAGLE FOOD COMPANY
a Florida corporation

The undersigned, being the Secretary of WHITE EAGLE FOOD COMPANY, a Florida corporation, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Florida Business Corporation Act, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: October 21, 1996


Name: Sylvester Stallone
Secretary of White Eagle Food Company,
a Florida Corporation

P95000050724

ARTICLES OF MERGER
Merger Sheet

MERGING:

AJF OF MIAMI, INC., a Florida corporation, document number P94000021071

CAPITOL CLASSICS, INC., a Florida corporation, document number
P95000050719

WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC., a Florida corporation,
document number P95000050728

INTO

WHITE EAGLE FOOD COMPANY, a Florida corporation, P95000050724

File date: December 11, 1996

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 245.00

P9500050724

1201 HAYS STREET

800-342-8086

TALLAHASSEE, FL 32301-1607

904-232-4111
904-232-1931 FAX



PRINCETON HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 183974 5011226

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 245.00

ORDER DATE : December 11, 1996

ORDER TIME : 10:45 AM

ORDER NO. : 183974-005

CUSTOMER NO: 5011226

000002026230--9

CUSTOM R: Ms. Melissa L. Fox
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

ARTICLES OF MERGER

AJF OF MIAMI, INC.

CAPITOL CLASSICS, INC.

WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC.

INTO

WHITE EAGLE FOOD COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk
EXAMINER'S INITIALS:

FILED
9 DEC 11 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
12/11/96

ARTICLES OF MERGER
OF

AJF OF MIAMI, INC.,
a Florida corporation;

CAPITOL CLASSICS, INC.,
a Florida corporation; and

WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC.,
a Florida corporation

WITH AND INTO

WHITE EAGLE FOOD COMPANY,
a Florida corporation

FILED
9 DEC 11 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act

AJF OF MIAMI, INC., a Florida corporation ("AJF"), CAPITOL CLASSICS, INC., a Florida corporation ("CAPITOL") and WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC., a Florida corporation ("WHITE EAGLE"), desire to merge with and into WHITE EAGLE FOOD COMPANY, a Florida corporation ("FOOD COMPANY"). In connection therewith, the undersigned DO HEREBY CERTIFY as follows:

FIRST: That the names and states of incorporation of each of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
AJF OF MIAMI, INC.	Florida
CAPITOL CLASSICS, INC.	Florida
WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC.	Florida
WHITE EAGLE FOOD COMPANY	Florida

SECOND: That the merger of AJF, CAPITOL, and WHITE EAGLE with and into FOOD COMPANY (the "Merger") is permitted by the laws of the state under which each constituent corporation is incorporated.

THIRD: That a Plan and Agreement of Merger (a copy of which is attached hereto and made a part hereof) has been duly adopted and unanimously approved by the shareholders of each of the constituent corporations as of December 6, 1996.

FOURTH: That FOOD COMPANY is the surviving corporation.

FIFTH: That the Merger shall be effective as of the close of business on the date the Articles of Merger evidencing this Merger have been filed with the Florida Department of State.

IN WITNESS WHEREOF, the Boards of Directors of AJF, CAPITOL, WHITE EAGLE and FOOD COMPANY have each caused these Articles of Merger to be executed by an authorized officer this 6th day of December, 1996.

AJF OF MIAMI, INC., a Florida corporation

By: _____
Name: Sylvester Stallone
Its: President

CAPITOL CLASSICS, INC., a Florida corporation

By: _____
Name: Sylvester Stallone
Its: President

WHITE EAGLE ENTERPRISES OF NEW
JERSEY, INC., a Florida
corporation

By: _____
Name: Sylvester Stallone
Its: President

WHITE EAGLE FOOD COMPANY, a
Florida corporation

By: _____
Name: Sylvester Stallone
Its: President

**PLAN AND AGREEMENT
OF MERGER BETWEEN**

AJF OF MIAMI, INC.,
a Florida corporation,

CAPITOL CLASSICS, INC.,
a Florida corporation,

WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC.,
a Florida corporation,

AND

WHITE EAGLE FOOD COMPANY,
a Florida corporation

THIS PLAN AND AGREEMENT OF MERGER, is entered into as of the 6th day of December, 1996, by and among, AJF OF MIAMI, INC., a Florida corporation ("AJF"), CAPITOL CLASSICS, INC., a Florida corporation ("CAPITOL"), WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC., a Florida corporation ("WHITE EAGLE"), and WHITE EAGLE FOOD COMPANY, a Florida corporation ("FOOD COMPANY"), providing that AJF, CAPITOL, and WHITE EAGLE shall merge with and into FOOD COMPANY, pursuant to the terms and conditions contained herein and in accordance with the Florida Business Corporation Act (the "Merger").

WHEREAS, AJF, is a Florida corporation with its principal place of business at 7685 Debeaubien Drive, Orlando, Florida 32835;

WHEREAS, CAPITOL, is a Florida corporation with its principal place of business at 7685 Debeaubien Drive, Orlando, Florida 32835;

WHEREAS, WHITE EAGLE, is a Florida corporation with its principal place of business at 7685 Debeaubien Drive, Orlando, Florida 32835;

WHEREAS, FOOD COMPANY, is a Florida corporation with its principal place of business at 7685 Debeaubien Drive, Orlando, Florida 32835;

WHEREAS, the aggregate number of shares that AJF is authorized to issue is 10,000 shares at no par (the "AJF Stock"), of which 100 shares are outstanding;

WHEREAS, the aggregate number of shares that CAPITOL is authorized to issue is 7,500 shares at \$1.00 par (the "CAPITOL Stock"), of which 100 shares are outstanding;

WHEREAS, the aggregate number of shares that WHITE EAGLE is authorized to issue is 7,500 shares at \$1.00 par (the "WHITE EAGLE Stock"), of which 100 shares are outstanding;

WHEREAS, the aggregate number of shares that FOOD COMPANY is authorized to issue is 7,500 shares at \$1.00 par (the "FOOD COMPANY Stock"), of which 100 shares are outstanding;

WHEREAS, all of the outstanding shares of AJF, CAPITOL, WHITE EAGLE, and FOOD COMPANY are owned by the same individual;

WHEREAS, the Florida Business Corporation Act permits the merger of one or more Florida corporations with and into another corporation of the State of Florida; and

WHEREAS, it is desirable for the benefit of all parties and their shareholders that the properties, businesses, assets, and liabilities of all parties be combined into one Surviving Corporation, which shall be WHITE EAGLE FOOD COMPANY, a Florida corporation and which shall continue to exist under its present name pursuant to the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida, do hereby agree to and adopt the following:

ARTICLE I

1.1 Names of Constituent Corporations.

Name of Disappearing Corporations	AJF OF MIAMI, INC., a Florida corporation
	CAPITOL CLASSICS, INC., a Florida corporation
	WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC., a Florida corporation

Name of Surviving
Corporation

WHITE EAGLE FOOD COMPANY,
a Florida corporation

1.2 The Merger; Effect of Merger. At the Effective Time (as defined in Section 1.3 below), AJF, CAPITOL, and WHITE EAGLE shall be merged with and into FOOD COMPANY, the separate existence of AJF, CAPITOL, and WHITE EAGLE shall cease, and FOOD COMPANY, as the surviving corporation (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Florida.

1.3 Effective Time. The Effective Time of the Merger shall be as of the close of business on the date the Articles of Merger evidencing this Merger have been filed with the Florida Department of State.

1.4 Rights and Obligations of the Surviving Corporation. At the Effective Time, in accordance with the applicable laws of the Florida Business Corporation Act, the Surviving Corporation shall possess, insofar as permitted by such laws, all rights, privileges and powers of AJF, CAPITOL, and WHITE EAGLE; and all property and assets of AJF, CAPITOL, and WHITE EAGLE shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall assume and be liable for all liabilities and obligations of AJF, CAPITOL, and WHITE EAGLE.

1.5 Service of Process. The Surviving Corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of AJF, CAPITOL or WHITE EAGLE, as well as enforcement of any obligation of the Surviving Corporation arising from the Merger.

ARTICLE 2

2.1 Surviving Corporation Stock. At the Effective Time, each share of FOOD COMPANY Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock, \$1.00 par value, of the Surviving Corporation. No shares of FOOD COMPANY Stock shall be issued to the shareholders of AJF, CAPITOL or WHITE EAGLE, or to any other person in connection with the Merger.

2.2 No Conversion. Since all of the common stock of AJF, CAPITOL, WHITE EAGLE, and FOOD COMPANY is owned by the same individual, upon consummation of the Merger, no conversion of the

issued and outstanding AJF Stock, CAPITOL Stock, or WHITE EAGLE Stock into FOOD COMPANY Stock is necessary.

2.3 Surrender of Stock Certificates. At the Effective Time, no actual surrender of certificates representing shares of AJF Stock, CAPITOL Stock, or WHITE EAGLE Stock is required; instead, from and after the Effective Time all such certificates shall be deemed for all purposes surrendered and canceled. Because all of the common stock of AJF, CAPITOL, WHITE EAGLE, and FOOD COMPANY is owned by the same individual, no consideration shall be given or paid for the surrender of the AJF Stock, CAPITOL Stock, or WHITE EAGLE Stock.

2.4 Closing of Stock Transfer Books. From and after the Effective Time, the stock transfer books of AJF, CAPITOL and WHITE EAGLE shall be closed and no transfer of shares of AJF Stock, CAPITOL stock, or WHITE EAGLE Stock shall thereafter be made.

ARTICLE 3

3.1 Articles of Incorporation. The Articles of Incorporation of FOOD COMPANY in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation, until such Articles shall be amended as provided by law.

3.2 Bylaws. The Bylaws of FOOD COMPANY in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended or repealed.

3.3 Board of Directors. The membership of the Board of Directors of FOOD COMPANY in effect immediately prior to the Effective Time shall be and remain the membership of the Board of Directors of the Surviving Corporation, until such time as their successors are duly elected and seated and/or the number of members is altered in accordance with the terms of the Bylaws of the Surviving Corporation.

ARTICLE 4

4.1 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend this Plan and Agreement of Merger prior to the filing of the Articles of Merger with the Florida Department of State; provided, however, that an amendment made subsequent to the adoption of this Plan and Agreement of Merger by the shareholders of each party shall be

subject to the limitations specified in the Florida Business Corporation Act.

4.2 Termination. This Plan and Agreement of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the Florida Department of State, whether before or after adoption of this Plan and Agreement of Merger by the shareholders of each party, if the Board of Directors of any party hereto determines that the consummation of the transactions provided for herein would not, for any reason, be in its best interest.

4.3 Condition to Merger. The respective obligations of each party to effect the Merger shall be subject to the Boards of Directors of each party submitting the terms of this Plan and Agreement of Merger to their shareholders for requisite approval, and obtaining such approval at or prior to the Effective Time.

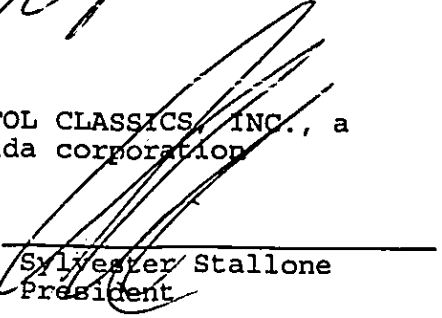
4.4 Filing of Articles of Merger. After obtaining such approval by such shareholders, all required documents shall be executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

IN WITNESS WHEREOF, AJF, CAPITOL, WHITE EAGLE and FOOD COMPANY have caused this Plan and Agreement of Merger to be executed in their corporate names by their respective officers this 6th day of December, 1996.

AJF OF MIAMI, INC. a Florida corporation

By: 
Name: Sylvester Stallone
Its: President

CAPITOL CLASSICS, INC., a Florida corporation

By: 
Name: Sylvester Stallone
Its: President

WHITE EAGLE ENTERPRISES OF NEW
JERSEY, INC., a Florida
corporation

By: _____
Name: Sylvester Stallone
Its: President

WHITE EAGLE FOOD COMPANY a
Florida corporation

By: _____
Name: Sylvester Stallone
Its: President

P95000050724

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC., a nonqualified New Jersey corp.

INTO

WHITE EAGLE FOOD COMPANY, a Florida corporation, P95000050724.

File date: December 23, 1996 , effective December 31, 1996

Corporate Specialist: Susan Payne

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

800002036008--9
-12/23/96--01017--028
*****70.00 *****70.00

White Eagle Enterprises of New Jersey, Inc.

Merging into: White Eagle Food Company

EFF. 12/31/96

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

12/23

merger
SP

12/31/96

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
DEC 23 PM 12:20



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 23, 1996

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: WHITE EAGLE FOOD COMPANY
Ref. Number: P95000050724

We have received your document for WHITE EAGLE FOOD COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

This document was previously filed on December 11, 1996.

*- This corp was
a FL corp.*

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 596A00056978

*please backdate
CT Corp.*

*one merging
now is a
new corp.*

ARTICLES OF MERGER
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 23 PM 12:20

WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC.,
a New Jersey corporation

EFF. 12/31/96

WITH AND INTO

WHITE EAGLE FOOD COMPANY,
a Florida corporation
authorized to conduct business in New Jersey

Pursuant to the Florida Business Corporation Act
and the
New Jersey Business Corporation Act

WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC., a New Jersey corporation ("White Eagle New Jersey"), desires to merge with and into WHITE EAGLE FOOD COMPANY, a Florida corporation authorized to conduct business in the state of New Jersey ("White Eagle Florida"). In connection therewith, the undersigned DO HEREBY CERTIFY as follows:

FIRST: That the names and states of incorporation of each of the constituent corporations are:

<u>Name</u>	<u>State of Incorporation</u>
WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC.	New Jersey
WHITE EAGLE FOOD COMPANY	Florida

SECOND: That the merger of White Eagle New Jersey with and into White Eagle Florida (the "Merger") is permitted by the laws

of the state under which each constituent corporation is incorporated.

THIRD: That a Plan and Agreement of Merger (a copy of which is attached hereto and made a part hereof) has been duly adopted and unanimously approved by the shareholders of each of the constituent corporations as of December 6, 1996.

FOURTH: That White Eagle Florida is the surviving corporation.

FIFTH: That the Merger shall be effective as of the close of business on December 31, 1996.

IN WITNESS WHEREOF, the Boards of Directors of White Eagle New Jersey and White Eagle Florida have each caused these Articles of Merger to be executed by an authorized officer this 6th day of December, 1996.

WHITE EAGLE ENTERPRISES OF NEW
JERSEY, INC., a New Jersey
corporation

By: _____
Name: Sylvester Stallone
Its: President

WHITE EAGLE FOOD COMPANY, a
Florida corporation

By: _____
Name: Sylvester Stallone
Its: President

**PLAN AND AGREEMENT
OF MERGER BETWEEN**

WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC.
a New Jersey corporation

AND

WHITE EAGLE FOOD COMPANY
a Florida corporation
authorized to conduct business in New Jersey

THIS PLAN AND AGREEMENT OF MERGER, dated as of the 6th day of December, 1996, by and among **WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC.**, a New Jersey corporation ("White Eagle New Jersey"), and **WHITE EAGLE FOOD COMPANY**, a Florida corporation authorized to conduct business in the state of New Jersey ("White Eagle Florida"), providing that White Eagle New Jersey shall merge with and into White Eagle Florida, pursuant to the terms and conditions contained herein and in accordance with the Florida Business Corporation Act and the New Jersey Business Corporation Act, effective as of the close of business on December 31, 1996, (the "Merger").

WHEREAS, White Eagle New Jersey, is a New Jersey corporation with its principal place of business at 247 White Horse Avenue, Trenton, New Jersey 08610;

WHEREAS, White Eagle Florida, is a Florida corporation with its principal place of business at 7685 Debeaubien Drive, Orlando, Florida 32835;

WHEREAS, the aggregate number of shares that White Eagle New Jersey is authorized to issue is 2,000 shares at no par (the "White Eagle New Jersey Stock"), of which 100 shares are outstanding;

WHEREAS, the aggregate number of shares that White Eagle Florida is authorized to issue is 7,500 shares at \$1.00 par (the "White Eagle Florida Stock"), of which 100 shares are outstanding;

WHEREAS, all of the outstanding shares of White Eagle New Jersey and White Eagle Florida are owned by the same individual;

WHEREAS, the Florida Business Corporation Act and the New Jersey Business Corporation Act permit the merger of a business corporation of the State of New Jersey with and into a business corporation of the State of Florida; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets, and liabilities of both parties be combined into one Surviving Corporation, which shall be WHITE EAGLE FOOD COMPANY, a Florida corporation authorized to conduct business in the state of New Jersey and which shall continue to exist under its present name pursuant to the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida and the laws of the State of New Jersey, do hereby agree to and adopt the following:

ARTICLE I

1.1 Names of Constituent Corporations.

Name of Disappearing Corporation	WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC., a New Jersey corporation
Name of Surviving Corporation	WHITE EAGLE FOOD COMPANY, a Florida corporation

1.2 The Merger; Effect of Merger. At the Effective Time (as defined in Section 1.3 below), White Eagle New Jersey shall be merged with and into White Eagle Florida, the separate existence of White Eagle New Jersey shall cease, and White Eagle Florida, as the surviving corporation (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Florida.

1.3 Effective Time. The Effective Time of the Merger shall be as of the close of business on December 31, 1996.

1.4 Rights and Obligations of the Surviving Corporation. At the Effective Time, in accordance with the applicable laws of the Florida Business Corporation Act and the New Jersey Business Corporation Act, the Surviving Corporation shall possess, insofar as permitted by such laws, all rights, privileges and powers of White Eagle New Jersey; and all property and assets of White Eagle New Jersey shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall assume and be liable for all liabilities and obligations of White Eagle New Jersey.

1.5 Service of Process. The Surviving Corporation agrees that it may be served with process in the State of New Jersey in

any proceeding for enforcement of any obligation of White Eagle New Jersey, as well as enforcement of any obligation of the Surviving Corporation arising from the Merger, and hereby appoints the Secretary of State of the State of New Jersey as its agent to accept service of process in any such suit or other proceeding. The address within the State of Florida to which a copy of such process shall be mailed by the Secretary of State of the State of New Jersey is:

Byrd F. Marshall, Jr.
201 East Pine Street, Suite 1200
Orlando, FL 32801

ARTICLE 2

2.1 White Eagle Florida Stock. At the Effective Time, each share of White Eagle Florida Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock, \$1.00 par value, of the Surviving Corporation. No shares of White Eagle Florida Stock shall be issued to the shareholders of White Eagle New Jersey or to any other person in connection with the Merger.

2.2 No Conversion. Since all of the common stock of both White Eagle New Jersey and White Eagle Florida is owned by the same shareholder, upon consummation of the Merger, no conversion of the issued and outstanding White Eagle New Jersey Stock into White Eagle Florida Stock is necessary.

2.3 Surrender of White Eagle New Jersey Stock Certificates. At the Effective Time, no actual surrender of certificates representing shares of White Eagle New Jersey Stock is required; instead, from and after the Effective Time all such certificates shall be deemed for all purposes surrendered and canceled. Because all of the common stock of both White Eagle New Jersey and White Eagle Florida is owned by the same shareholder, no consideration shall be given or paid for the surrender of the White Eagle New Jersey Stock.

2.4 Closing of White Eagle New Jersey Transfer Book. From and after the Effective Time, the stock transfer books of White Eagle New Jersey shall be closed and no transfer of shares of White Eagle New Jersey Stock shall thereafter be made.

ARTICLE 3

3.1 White Eagle Florida Articles of Incorporation. The Articles of Incorporation of White Eagle Florida in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation, until such Articles shall be amended as provided by law.

3.2 White Eagle Florida Bylaws. The Bylaws of White Eagle Florida in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended or repealed.

3.3 White Eagle Florida Board of Directors. The membership of the Board of Directors of White Eagle Florida in effect immediately prior to the Effective Time shall be and remain the membership of the Board of Directors of the Surviving Corporation, until such time as their successors are duly elected and seated and/or the number of members is altered in accordance with the terms of the Bylaws of the Surviving Corporation.

ARTICLE 4

4.1 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend this Plan and Agreement of Merger prior to the filing of the Articles of Merger with the respective Secretaries of State; provided, however, that an amendment made subsequent to the adoption of this Plan and Agreement of Merger by the shareholders of White Eagle New Jersey and White Eagle Florida shall be subject to the limitations specified in the Florida Business Corporation Act and the New Jersey Business Corporation Act.

4.2 Termination. This Plan and Agreement of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the respective Secretaries of State, whether before or after adoption of this Plan and Agreement of Merger by the shareholders of White Eagle New Jersey or White Eagle Florida, if the Board of Directors of any party hereto determines that the consummation of the transactions provided for herein would not, for any reason, be in its best interest.

4.3 Condition to Merger. The respective obligations of each party to effect the Merger shall be subject to the Boards of Directors of White Eagle New Jersey and White Eagle Florida submitting the terms of this Plan and Agreement of Merger to their shareholders for requisite approval, and obtaining such approval at or prior to the Effective Time.

4.4 Filing of Articles of Merger. After obtaining such approval by such shareholders, all required documents shall be executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

IN WITNESS WHEREOF, White Eagle New Jersey and White Eagle Florida have caused this Plan and Agreement of Merger to be executed in their corporate names by their respective officers this 6th day of December, 1996.

WHITE EAGLE ENTERPRISES OF NEW
JERSEY, INC., a New Jersey
corporation

By: 
Name: Sylvester Stallone
Its: President

WHITE EAGLE FOOD COMPANY, a
Florida corporation

By: 
Name: Sylvester Stallone
Its: President

CERTIFICATE OF SECRETARY OF
WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC.
a New Jersey corporation

The undersigned, being the Secretary of WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC., a New Jersey corporation, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the New Jersey Business Corporation Act, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: December 6, 1996

Sylvester Stallone
Name: Sylvester Stallone
Secretary of WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC.,
a New Jersey Corporation

CERTIFICATE OF SECRETARY OF
WHITE EAGLE FOOD COMPANY
a Florida corporation

The undersigned, being the Secretary of WHITE EAGLE ENTERPRISES OF NEW JERSEY, INC., a Florida corporation, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Florida Business Corporation Act, to the adoption of the foregoing Plan and Agreement of Merger. Additionally, the undersigned does hereby certify that the corporation is duly authorized to conduct business in the state of New Jersey.

Dated: December 6, 1996

Sylvester Stallone
Name: Sylvester Stallone
Secretary of WHITE EAGLE FOOD COMPANY,
a Florida Corporation