

P95000058550

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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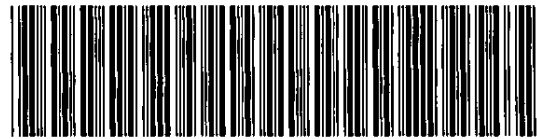
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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merger

RECEIVED
08 JUL 10 11:10:15
OFFICE OF THE CLERK
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2008 JUL 10 3:59 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AR
7/10/08



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 642229 4806491

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 9, 2008

ORDER TIME : 9:51 AM

ORDER NO. : 642229-005

CUSTOMER NO: 4806491

ARTICLES OF MERGER

THE FRESH JUICE COMPANY OF
FLORIDA, INC.

INTO

NAKED JUICE CO.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

(Profit Corporations)

FILED

2008 JUL 10 PM 3:59

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NAKED JUICE CO.	DELAWARE	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
THE FRESH JUICE COMPANY OF FLORIDA, INC.	FLORIDA	P95000058550

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 after merger file date.)

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 April 30, 2008.

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 April 30, 2008.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

The Fresh Juice Company of Florida, Inc.

Thomas H Tamm

Thomas H. Tamoney, Jr., VP and Asst. Sec.

Naked Juice Co.

Thomas H. Parrott

Thomas H. Tamoney, Jr., VP and Asst. Sec.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into as of this ~~25th~~ day of April, 2008 by and between THE FRESH JUICE COMPANY OF FLORIDA, INC. ("FJCFL"), a corporation organized and existing under the General Corporation Law of the State of Florida, and Naked Juice Co. ("NJCD"), a corporation organized and existing under the General Corporation Law of the State of Delaware.

1. FJCFL and NJCD shall, pursuant to the provisions of the Delaware General Corporation Law, on the effective date hereinafter set forth, be merged with and into a single corporation, to wit, NJCD, which shall be the surviving corporation upon the effective date of merger and which is sometimes hereinafter referred to as the surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Delaware General Corporation Law. The separate existence of FJCFL, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease to exist upon the effective date of the merger in accordance with the laws of the State of Delaware. It is intended that this reorganization will qualify as a tax free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code") or a tax free liquidation under Section 332 of the Code.
2. The certificate of incorporation of NJCD upon the effective date of the merger shall be the certificate of incorporation of the surviving corporation and said certificate of incorporation shall continue in full force and effect until amended in the manner prescribed by the provisions of the Delaware General Corporation Law.
3. The bylaws of NJCD upon the effective date of the merger shall be the bylaws of the surviving corporation and said bylaws shall continue in full force and effect until amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.
4. The directors and officers in office of NJCD upon the effective date of the merger shall be the directors and officers of the surviving corporation, all of whom shall hold their directorship and offices until their respective successors have been elected and duly qualified.
5. All of the issued shares of the non-surviving corporation shall, upon the effective date of merger, be surrendered and canceled and shall not be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which has been issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.


6. The surviving corporation and non-surviving corporation hereby agree that they will cause to be executed, filed and/or recorded any document or documents prescribed by the Delaware General Corporation Law and to take such other actions as is necessary or appropriate to implement the merger herein contemplated.

7. The board of directors and proper officers of the surviving corporation and non-surviving corporation, respectively, are hereby authorized, empowered and directed to perform any and all acts, and to execute, deliver, file and/or record any and all instruments, papers and documents, including the delivery of a certificate of merger to the Secretary of State of the State of Delaware for filing, which shall be or become necessary, proper or convenient to put into effect any provision of this Agreement and the merger herein contemplated.

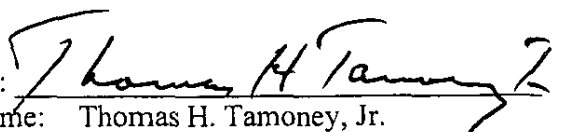
8. The effective date of the merger herein provided for shall be the date of filing.

Executed on the 30th day of April 2008.

THE FRESH JUICE COMPANY OF FLORIDA, INC.

By: 
Name: Thomas H. Tamoney, Jr.
Title: Vice President and Assistant Secretary

NAKED JUICE CO.

By: 
Name: Thomas H. Tamoney, Jr.
Title: Vice President and Assistant Secretary