

P95000085627

ARTICLES OF MERGER
Merger Sheet

MERGING:

FEDCO DISTRIBUTION CENTER, INC., a Florida corporation, document
number J30671

INTO

FEDCO WHOLESALE, INC., a Florida corporation, P95000085627

File date: August 29, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 175.00



P9 5000085627

ACCOUNT NO. : 072100000032

REFERENCE : 513965 4303929

AUTHORIZATION

Patricia Pignatelli

COST LIMIT : \$ 175.00

FILED
97 AUG 29 PM 2:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : August 29, 1997

ORDER TIME : 11:29 AM

ORDER NO. : 513965-005

CUSTOMER NO: 4303929

000002281436--6

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

ARTICLES OF MERGER

FEDCO DISTRIBUTION CENTER,
INC.

INTO

FEDCO WHOLESALE, INC.

97 AUG 29 PM 1:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPIES
PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

Morgan
9-15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1997

CSC
DANIEL LEGGETT
TALLAHASSEE, FL

SUBJECT: FEDCO WHOLESALE, INC.
Ref. Number: P95000085627

We have received your document for FEDCO WHOLESALE, INC. and the authorization to debit your account in the amount of \$175.00. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

THE EFFECTIVE DATE LISTED IN THE ARTICLES OF MERGER IS OCTOBER 4, 1997. IN THE PLAN OF MERGER, THE EFFECTIVE DATE IS STATED AS AUGUST 27, 1997. PLEASE MAKE THESE DATES THE SAME.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 797A00045194



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 2, 1997

CSC
DANIEL LEGGETT
TALLAHASSEE, FL

SUBJECT: FEDCO WHOLESale, INC.
Ref. Number: P95000085627

RESUBMIT
Please give original
submission date as file date.

We have received your document for FEDCO WHOLESale, INC. and the authorization to debit your account in the amount of \$175.00. However, the document has not been filed and is being returned for the following:

IF THE ARTICLES OF FEDCO WHOLESale, INC., ARE NOT THE ARTICLES OF THE SURVIVOR, AMENDED AND RESTATED ARTICLES MUST BE SUBMITTED. IN #4 OF THE PLAN, THE ABBREVIATION "FDC" IS USED. THIS ABBREVIATION WAS NOT PREVIOUSLY USED AND IT IS UNCLEAR AS TO WHAT CORPORATION IT REFERS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 597A00043777

97
SEP 12 PM 3:23
RECEIVED

**ARTICLES OF MERGER
OF
FEDCO DISTRIBUTION CENTER, INC., A FLORIDA CORPORATION
INTO
FEDCO WHOLESALE, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, FEDCO DISTRIBUTION CENTER, INC., a Florida corporation ("FEDCO") and FEDCO WHOLESALE, INC., a Florida corporation ("WHOLESALE"), adopt the following Articles of Merger for the purpose of merging FEDCO with and into WHOLESALE (the "Merger").

FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit "A".

SECOND: The Agreement and Plan of Merger was adopted by the shareholders of FEDCO and WHOLESALE by unanimous written consent in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Business Corporation Act effective as of August 27, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto effective as of the 27 day of August, 1997.

FEDCO DISTRIBUTION CENTER, INC.

By: William E. Multack
WILLIAM E. MULTACK, President

FEDCO WHOLESALE, INC.

By: William E. Multack
WILLIAM E. MULTACK, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, effective as of August 21 1997, between **FEDCO DISTRIBUTION CENTER, INC.**, a Florida corporation ("FEDCO"), and **FEDCO WHOLESALE, INC.**, a Florida corporation ("WHOLESALE" or the "Surviving Corporation").

Fedco, Inc., a Florida corporation, owns all of the capital stock of FEDCO (the "FEDCO Shares") and WHOLESALE (the "WHOLESALE Shares").

FEDCO and WHOLESALE desire to effect the statutory merger of FEDCO with and into WHOLESALE, with WHOLESALE to survive such merger (the "Surviving Corporation").

1. **Constituent Corporations.** FEDCO and WHOLESALE shall be parties to the merger (the "Merger") of FEDCO with and into WHOLESALE.

2. **Terms and Conditions of Merger.** FEDCO (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into WHOLESALE, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** Upon the Effective Date, the FEDCO Common Stock presently issued and outstanding shall be retired. Upon the Effective Date, each issued and outstanding share of WHOLESALE Common Stock shall remain issued and outstanding.

4. **Articles of Incorporation.** The Articles of Incorporation of WHOLESALE as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of WHOLESALE as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of WHOLESALE in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on August 27 1997 (the "Effective Date").

8. **Amendment of Plan of Merger.** The Board of Directors of each of WHOLESALE and FEDCO is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

FEDCO DISTRIBUTION CENTER, INC.

By: William E. Multack
WILLIAM E. MULTACK, President

FEDCO WHOLESALE, INC.

By: William E. Multack
WILLIAM E. MULTACK, President