

P95000085627

FILE
3rd



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 149634 4384197

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ ~~300.00~~

437.50

ORDER DATE : February 26, 1999

ORDER TIME : 2:48 PM

ORDER NO. : 149634-015

CUSTOMER NO: 4384197

CUSTOMER: Lori Mohr, Paralegal
Duane Morris & Heckscher LLP
200 South Biscayne Blvd.
Ste 3410
Miami, FL 33131

FILED
99 MAR -2 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

FEDCO FRANCHISING CORPORATION
FEDCO INTERNATIONAL PURCHASING
SERVICES CORP. ET AL

INTO

FEDCO WHOLESALE, INC.

000002790890--4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:



~~XXX~~ CERTIFIED COPY
~~XXX~~ PLAIN STAMPED COPY

CONTACT PERSON: HARRY DAVIS
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

EXAMINER'S INITIALS:

CC

99 MAR -2 AM 10:50

RECEIVED

Merger

3-2-99

ARTICLES OF MERGER
Merger Sheet

MERGING:

FEDCO INTERNATIONAL PURCHASING SERVICES CORP., a Florida corporation, P94000085828

FDC WORLDWIDE CORP., a Florida corporation, P94000086209

BROWARD DADE WHOLESALE CORPORATION, a Florida corporation, 368896

MIAMI WHOLESALE BEAUTY AND BARBER SUPPLY CO., INC., a Florida corporation, 381460

ATC, INC., a Florida corporation, 393878

GRANADA EXPORT & IMPORT COMPANY, a Florida corporation, 623848

KIMBERLY WORLDWIDE, INC., a Florida corporation, V58651

VITABEST, INC., a Florida corporation, 585747

FEDCO FRANCHISING CORPORATION, a Florida corporation, P94000085832

INTO

FEDCO WHOLESALE, INC., a Florida corporation, P95000085627

File date: March 2, 1999

ARTICLES OF MERGER

OF

**FEDCO FRANCHISING CORPORATION,
FEDCO INTERNATIONAL PURCHASING SERVICES CORP.,
FDC WORLDWIDE CORP.,
BROWARD DADE WHOLESALE CORPORATION,
MIAMI WHOLESALE BEAUTY AND BARBER SUPPLY CO., INC.,
ATC, INC.,
GRANADA EXPORT & IMPORT COMPANY,
KIMBERLY WORLDWIDE, INC.
AND VITABEST, INC.**

INTO

FEDCO WHOLESALE, INC.

FILED
99 MAR - 2 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Fedco Franchising Corporation, Fedco International Purchasing Services Corp., FDC Worldwide Corp., Broward Dade Wholesale Corporation, Miami Wholesale Beauty and Barber Supply Co., Inc., ATC, Inc., Granada Export & Import Company, Kimberly Worldwide, Inc. and Vitabest, Inc., into Fedco Wholesale, Inc. (the "Merger").

A. The Plan of Merger is as follows:

1. The name of each corporation to be merged is Fedco Franchising Corporation, Fedco International Purchasing Services Corp., FDC Worldwide Corp., Broward Dade Wholesale Corporation, Miami Wholesale Beauty and Barber Supply Co., Inc., ATC, Inc., Granada Export & Import Company, Kimberly Worldwide, Inc. and Vitabest, Inc., each a Florida corporation (each individually a "Merging Corporation" and, collectively, the "Merging Corporations"), and Fedco Wholesale, Inc., a Florida Corporation ("Fedco"). The name of the surviving corporation is Fedco Wholesale, Inc.
2. At the time the Merger is effective (the "Effective Time"), each issued and outstanding share of the common stock of each of the Merging Corporations shall cease to exist and certificates representing such shares shall be surrendered and canceled.

3. At the Effective Time, each share of capital stock of Fedco that was issued and outstanding immediately prior to the Effective Time shall not be converted or exchanged by reason of the Merger, but shall continue to represent the outstanding capital stock of the surviving corporation.
 4. The Articles of Incorporation of Fedco in effect immediately prior to the Effective Time shall, from and after the Effective Time, be and continue to be the Articles of Incorporation of the surviving corporation, until amended or changed as provided by law.
- B. The Effective Time of the Merger shall be upon the filing of these Articles of Merger with the Florida Secretary of State.
- C. The Plan of Merger was approved by the sole shareholder and the sole director of each Merging Corporation and Fedco by joint written consent on 3-2- 1999.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Dated: _____, 1999.

FEDCO FRANCHISING
CORPORATION, a Florida corporation

By: 
Jerry McAlister, President

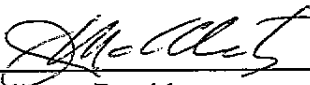
FDC WORLDWIDE CORP.,
a Florida corporation

By: 
Jerry McAlister, President

MIAMI WHOLESALE BEAUTY AND
BARBER SUPPLY CO., INC., a Florida
corporation

By: 
Jerry McAlister, President

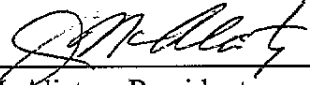
GRANADA EXPORT & IMPORT
COMPANY, a Florida corporation

By: 
Jerry McAlister, President

VITABEST, INC., a Florida corporation

By: 
Jerry McAlister, President

FEDCO INTERNATIONAL
PURCHASING SERVICES CORP., a
Florida corporation

By: 
Jerry McAlister, President

BROWARD DADE WHOLESALE
CORPORATION, a Florida corporation

By: 
Jerry McAlister, President


ATC, INC., a Florida corporation

By: 
Jerry McAlister, President

KIMBERLY WORLDWIDE, INC., a
Florida corporation

By: 
Jerry McAlister, President

FEDCO WHOLESALE, INC., a Florida
corporation

By: 
Jerry McAlister, President