



THE UNITED STATES
CORPORATION
COMPANY

P960000002975

ACCOUNT NO. : 072100000032

REFERENCE : 258728 121049A

AUTHORIZATION

Patricia Pigot

COST LIMIT : \$ *78.75*

ORDER DATE : June 1, 1999

ORDER TIME : 11:03 AM

ORDER NO. : 258728-005

Merger
600002890906--1

CUSTOMER NO: 121049A

CUSTOMER: Ms. Marla Mayster
Akerman Senterfitt & Eidson,
Las Olas Centre, Suite 950
450 East Las Olas Boulevard
Fort Lauderdale, FL 33301

ARTICLES OF MERGER

LACROIX BEVERAGES, INC.

INTO

EVERFRESH BEVERAGES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX

CERTIFIED COPY

 PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RLR
6/2/99

FILED
99 JUN - 1 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUN - 1 PM 12:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

LACROIX BEVERAGES, INC., a Florida corporation P96000002975
,

INTO

EVERFRESH BEVERAGES, INC.. a Delaware corporation not qualified in
Florida

File date: June 1, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER
of
LACROIX BEVERAGES, INC.,
a Florida corporation
into
EVERFRESH BEVERAGES, INC.,
a Delaware corporation

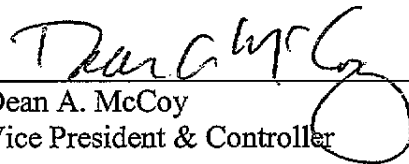
99 JUN -1 PM 1:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), LaCROIX Beverages, Inc., a Florida corporation, and Everfresh Beverages, Inc., a Delaware corporation, do hereby adopt the following Articles of Merger:


- FIRST:** The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are LaCROIX Beverages, Inc., a Florida corporation ("LaCROIX"), and Everfresh Beverages, Inc., a Delaware corporation ("Everfresh"). Everfresh is the surviving corporation in the Merger.
- SECOND:** A copy of the Agreement and Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.
- THIRD:** The Agreement and Plan of Merger was adopted by the sole shareholder of LaCROIX as of April 30, 1999, by written consent in lieu of holding a special meeting.
- FOURTH:** The Agreement and Plan of Merger was adopted by the sole shareholder of Everfresh as of April 30, 1999, by written consent in lieu of holding a special meeting.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed
as of this 30th day of April, 1999.

LACROIX BEVERAGES, INC.,
a Florida corporation

By: 
Dean A. McCoy
Vice President & Controller

EVERFRESH BEVERAGES, INC.,
a Delaware Corporation

By: 
George R. Bracken
Vice President

AGREEMENT AND PLAN OF MERGER

OF

**LACROIX BEVERAGES, INC.,
a Florida corporation**

AND

**EVERFRESH BEVERAGES, INC.,
a Delaware corporation**

This agreement and plan of merger is entered into as of April 30, 1999 between LaCROIX Beverages, Inc., a business corporation of the State of Florida ("LaCROIX"), and Everfresh Beverages, Inc., a business corporation of the State of Delaware ("Everfresh").

WHEREAS, LaCROIX is a business corporation of the State of Florida with its principal office therein located at 1 North University Drive, City of Plantation, County of Broward; and

WHEREAS, the total number of shares of stock which LaCROIX has authority to issue is 2,500, all of which are of one class and of a par value of \$.01 each; and

WHEREAS, Everfresh is a business corporation of the State of Delaware with its registered office therein located at 32 Loockerman Square, Suite L-100, City of Dover, County of Kent; and

WHEREAS, the total number of shares of stock which Everfresh has authority to issue is 2,500, all of which are of one class and of a par value of \$.01 each; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, LaCROIX and Everfresh and the respective Sole Director and shareholders thereof declare it advisable and to the advantage, welfare, and best interest of said corporations and their respective shareholders to merge LaCROIX with and into Everfresh pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by LaCROIX and approved by a resolution adopted by its Sole Director and a resolution adopted by its sole shareholder and being thereunto duly entered into by Everfresh and approved by a resolution adopted by its Sole Director and a resolution adopted

by its sole shareholder, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan set forth.

1. LaCROIX and Everfresh shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Everfresh, which shall be the surviving corporation from and after the Effective Time (as defined below), 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 General Corporation Law of the State of Delaware. The separate existence of LaCROIX, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the Effective Time in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Incorporation of the surviving corporation as in force and effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the surviving corporation, and shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present By-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The director and officers in office of the surviving corporation at the Effective Time of the merger shall be the director and the 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 by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted on behalf of the terminating corporation in accordance with the provisions of the Florida Business Corporation Act and on behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, then said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Sole Director and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

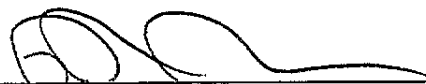
8. The effective time of this Agreement and Plan of Merger shall be April 30, 1999 (the "Effective Time").

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto as of the date first written above.

LACROIX BEVERAGES, INC.,
a Florida corporation

By: 
Dean A. McCoy
Vice President & Controller

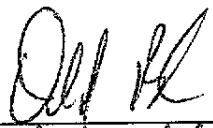
EVERFRESH BEVERAGES, INC.,
a Delaware Corporation

By: 
George R. Bracken
Vice President

CERTIFICATE OF ASSISTANT SECRETARY OF EVERFRESH BEVERAGES, INC.

The undersigned, being the Assistant Secretary of Everfresh Beverages, Inc., does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the holder of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated: Apr. 30, 1999


Name: David S. Boden
Assistant Secretary of Everfresh Beverages, Inc.