

P96000046575

## Florida Department of State

Division of Corporations

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## MERGER OR SHARE EXCHANGE

**FIREPROOF FOOD SYSTEMS, INC.**

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From: Steve Marshall, Paralegal

Date: July 12, 2000

ID#: 3398

Page: 1 of 2

If you have any questions regarding this transmission, please contact:  
Steve Marshall at (904) 357-5701.

To:	Fax Number	Confirming Telephone Number	Client/Matter Number
Susan Payne	(850) 922-4000		05195/309

**Comments/Message:**

Attached are the corrected Articles of Merger of Fireproof Food Systems, Inc. adding a statement to Paragraph Fourth that Shareholder approval is not required pursuant to Section 607.1103(7), Florida Statutes.

JK132868

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**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

November 3, 2000

**FIREPROOF FOOD SYSTEMS, INC.**  
**9850-5 SAN JOSE BLVD.**  
**JACKSONVILLE, FL 32257US**

**SUBJECT: FIREPROOF FOOD SYSTEMS, INC.**  
**REF: P96000046575**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please either indicate the date of adoption by the shareholders of FIREPROOF FOOD SYSTEMS, INC., or add a statement that shareholder approval is not required.

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) 487-6901.

Susan Payne  
Senior Section Administrator

FAX Aud. #: H00000057988  
Letter Number: 300A00057249

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PEOPLE, FAITH AND PROFIT., INC., a Florida entity, P97000071196

INTO

**FIREPROOF FOOD SYSTEMS, INC.**, a Florida entity, P96000046575

File date: November 3, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER OF  
**PEOPLE, FAITH AND PROFIT, INC.,**  
a Florida corporation  
  
WITH AND INTO  
  
**FIREPROOF FOOD SYSTEMS, INC.,**  
a Florida corporation

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The undersigned corporations, pursuant to Section 607.1105 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

**FIRST:** The names of the corporations proposing to merge (the "Merger") and the names of the states under the laws of which such corporations are organized are as follows:

People, Faith And Profit, Inc., a Florida corporation ("People")  
Fireproof Food Systems, Inc., a Florida corporation ("Fireproof")

The surviving corporation shall be Fireproof.

**SECOND:** A copy of the Plan of Merger is attached hereto as Exhibit A and incorporated herein by reference.

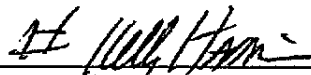
**THIRD:** The effective date of the Merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.


**FOURTH:** The Plan of Merger was adopted by the Board of Directors of People on October 30, 2000, the shareholders of People on October 30, 2000, and the Board of Directors of Fireproof on October 30, 2000. Pursuant to Section 607.1103(7) of the Florida Business Corporation Act, shareholder approval by the Shareholders of Fireproof is not required.

Executed this 30<sup>th</sup> day of October, 2000.

**PEOPLE, FAITH AND PROFIT, INC.,** a  
Florida corporation

**FIREPROOF FOOD SYSTEMS, INC.,** a  
Florida corporation

  
Name: Kelly Harris  
Its: President and Treasurer

  
Name: Kelly Harris  
Its: President and Treasurer

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**EXHIBIT A**

**PLAN OF MERGER**  
**OF**  
**PEOPLE, FAITH AND PROFIT, INC.**  
**(a Florida corporation)**  
**INTO**  
**FIREPROOF FOOD SYSTEMS, INC.**  
**(a Florida corporation)**

This PLAN OF MERGER is made by and between Fireproof Food Systems, Inc., a Florida corporation ("Fireproof") and People, Faith And Profit, Inc., a Florida corporation ("People").

WHEREAS, the Boards of Directors of People and Fireproof deem it advisable and in the best interest of the corporations and their respective shareholders to merge People with and into Fireproof, with Fireproof designated as the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Fireproof and People shall be merged with and into a single corporation, with Fireproof being the surviving corporation from and after the effective time of the merger, and thereupon the separate existence of People shall cease.
2. The Articles of Incorporation of Fireproof shall continue to be the Articles of Incorporation of the surviving corporation until amended as therein provided.
3. The by-laws of Fireproof shall continue to be the by-laws of the surviving corporation until changed, altered or amended as therein provided.
4. From and after the effective time of the merger, each issued and outstanding share of People shall automatically be canceled. After the effective time of the merger each share of People shall automatically, and without any action on the part of such shareholders be converted into one share of common stock of Fireproof. Upon surrender of stock certificates evidencing shares of People the holders thereof shall be entitled to receive stock certificates representing the same number of shares of common stock of Fireproof.
5. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of the State of Florida upon a majority vote of the Board of Directors of either People or Fireproof.
6. Pursuant to the Florida Business Corporation Act, this Plan of Merger has been approved by resolutions duly adopted by the Boards of Directors of People and Fireproof and the shareholders of People.

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IN WITNESS WHEREOF, the undersigned has set his hand, this 30<sup>th</sup> day of October, 2000.

**FIREPROOF FOOD SYSTEMS, INC.,**  
a Florida corporation

By:   
Name: Kelly Harris  
Title: President and Treasurer

**PEOPLE, FAITH AND PROFIT, INC.,**  
a Florida corporation

By:   
Name: Kelly Harris  
Title: President and Treasurer

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