

Document Number Only

P97000038426

CT Corporation System

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Address

Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

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-08/26/99--01062--004
*****70.00 *****70.00

Merger

Foodtrader Exchange, Inc.

Merging INTO: FOODTRADER, Corp, Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fic. Name

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

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Please Return Extra Copies
File Stamped To

Jeffrey Butterfield

8/26

*00789, 00721, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE FOOD TRADER EXCHANGE, INC., a Florida corporation P97000038426

INTO

FOODTRADER.COM, INC., a Delaware corporation not qualified in Florida.

File date: August 26, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 27, 1999

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: THE FOOD TRADER EXCHANGE, INC.
Ref. Number: P97000038426

*WALK-UP
PICK-UP*

We have received your document for THE FOOD TRADER EXCHANGE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please give the date of adoption by the shareholders of the surviving corporation or a statement that shareholder action was not required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 899A00042964

*ATTN: [initials]
Please Back date,
THANKS.*

RECEIVED
90 AUG 30 AM 11:06
TALLAHASSEE, FLORIDA

FILED
99 AUG 26 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
FOR
The Food Trader Exchange, Inc.,

AND

FOODTRADER.COM, INC. (DELAWARE)

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, and Section 251 of the Delaware General Corporation Law, The Food Trader Exchange, Inc., a Florida corporation ("TFTE") and FoodTrader.com, Inc., a Delaware corporation (the "Surviving Corporation") hereby adopt the following Articles of Merger.

ARTICLE I.
CONSTITUENT CORPORATIONS

The names of the corporations proposing to merge (the "Merger") and their states of incorporation are as follows:

1. The Food Trader Exchange, Inc., a Florida corporation.
2. FoodTrader.com, Inc., a Delaware corporation.

ARTICLE II.
STATE LAW REQUIREMENTS

The laws of the State of Florida and the laws of the State of Delaware permit the merger of the constituent corporations.

ARTICLE III.
SURVIVING CORPORATION

The name of the Surviving Corporation will be FoodTrader.com, Inc., a Delaware corporation. The certificate of incorporation of the Surviving Corporation shall be its certificate of incorporation following the Merger.

ARTICLE IV.
PLAN OF MERGER

Attached hereto as Exhibit "A" and incorporated herein by this reference is the Agreement and Plan of Merger between the constituent corporations. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of TFTE. The executed Agreement and Plan of Merger shall be on file at the offices of the Surviving Corporation at 2655 LeJeune Road, Suite 600, Miami, FL 33134.

ARTICLE V.
AUTHORIZATION FOR MERGER

The Agreement and Plan of Merger was approved by a majority of the shareholders of TFTE entitled to vote, in accordance with the applicable requirements of the Florida Business Corporation Act, and by the unanimous written consent of the Board of Directors of the Surviving Corporation in accordance with the Delaware General Corporation Law. The Agreement and Plan of Merger was adopted by the shareholders of TFTE as of August 9, 1999, and by the Board of Directors of the Surviving Corporation as of August 9, 1999. Such consent and the number of votes cast are sufficient to approve the Merger by each of the constituent corporations.

ARTICLE VI.
SERVICE OF PROCESS ON SURVIVING CORPORATION

The Surviving Corporation hereby agrees that upon and after the completion of the Merger, that it may be served with process in any proceeding for the enforcement of any obligation or the enforcement of rights of dissenting shareholders of TFTE by service upon the Secretary of State. The Surviving Corporation also agrees to comply with the requirements of Section 607.1107 of the Florida Business Corporation Act.

ARTICLE VII.
EFFECTIVE DATE

The effective date of the Merger shall be the date on which these Articles of Merger are filed with the Secretary of State of Delaware.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this
15th day of August, 1999.

THE FOOD TRADER EXCHANGE, INC.,
A Florida corporation

By: T.S. Boswick
Tor S. Boswick, Vice President

FOODTRADER.COM, INC.,
A Delaware corporation

By: T.S. Boswick
Tor S. Boswick, Vice President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") dated August 12, 1999 is entered into between The Food Trader Exchange, Inc., a Florida corporation ("TFTE"), and FoodTrader.com, Inc., a Delaware corporation ("FoodTrader-Delaware").

BACKGROUND

TFTE has an aggregate authorized capital stock of 10,000 shares of Common Stock, par value \$1.00 per share (the "TFTE Common Stock"), and as of August 12, 1999, 10,000 shares of TFTE Common Stock were issued and outstanding.

FoodTrader-Delaware has an aggregate authorized capital stock of 20,000,000 shares of Common Stock, par value \$.0001 per share (the "FoodTrader-Delaware Common Stock"), of which 10 shares were duly issued and are now outstanding, all of which are held by TFTE.

The respective Boards of Directors of TFTE and FoodTrader-Delaware believe that the best interests of TFTE and FoodTrader-Delaware and their respective stockholders will be served by the merger of TFTE with and into FoodTrader-Delaware under and pursuant to the provisions of this Agreement, the Florida Business Corporation Act and the Delaware General Corporation Law.

AGREEMENT

In consideration of the mutual agreements and covenants contained in this Agreement, the parties agree as follows:

1. **Merger.** On the Effective Date (as defined below), TFTE shall be merged with and into FoodTrader-Delaware (the "Merger").

2. **Effective Date.** The Merger shall become effective immediately upon the later of the filing of this Agreement or a certificate of merger with the Secretary of State of Delaware in accordance with the provisions of the Delaware General Corporation Law. The time of such effectiveness is hereinafter called the "Effective Date."

3. **Surviving Corporation.** FoodTrader-Delaware shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Delaware. On the Effective Date, the separate corporate existence of TFTE shall cease.

4. **Name Of Surviving Corporation.** The name of the surviving corporation will be FoodTrader.com, Inc., a Delaware corporation.

5. **Certificate Of Incorporation.** The Certificate of Incorporation of FoodTrader-Delaware as it exists on the Effective Date shall be the Certificate of Incorporation of FoodTrader-Delaware following the Effective Date, unless and until the same shall thereafter be amended or repealed in accordance with the laws of the State of Delaware.

6. **Bylaws.** The Bylaws of FoodTrader-Delaware as they exist on the Effective Date shall be the Bylaws of FoodTrader-Delaware following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Delaware.

7. **Board of Directors and Officers.** The members of the Board of Directors and the officers of TFTE immediately prior to the Effective Date shall be the members of the Board of Directors and the officers, respectively, of FoodTrader-Delaware following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the FoodTrader-Delaware Bylaws, or until their respective successors are elected and qualified.

8. **Retirement of Outstanding FoodTrader-Delaware Stock.** On the Effective Date, each of the 10 shares of the FoodTrader-Delaware Common Stock presently issued and outstanding shall be retired, and no shares of FoodTrader-Delaware Common Stock or other securities of FoodTrader-Delaware shall be issued in respect thereof.

9. **Conversion of Outstanding TFTE Common Stock.** On the Effective Date, each issued and outstanding share of TFTE Common Stock and all rights in respect thereof shall be converted into 1,000 fully-paid and nonassessable shares of FoodTrader-Delaware Common Stock, and each certificate representing shares of TFTE Common Stock shall be surrendered to FoodTrader-Delaware's registrar and transfer agent for cancellation and exchanged for a certificate representing shares of FoodTrader-Delaware Common Stock in accordance with the conversion ratio set forth in this Section 9.

10. **Stock Options, Warrants, Etc.** On the Effective Date, each stock option, stock warrant, and other right to subscribe for or purchase shares of TFTE Common Stock shall be converted into a stock option, stock warrant, or other right to subscribe for or purchase shares of FoodTrader-Delaware Common Stock at the same conversion ratio as set forth in Section 9 hereof and each certificate, agreement, note or other document representing such stock option, stock warrant, or other right to subscribe for or purchase shares of TFTE Common Stock shall for all purposes be deemed to evidence the ownership of a stock option, stock warrant, or other right to subscribe for or purchase shares of FoodTrader-Delaware Common Stock at the same conversion ratio as set forth in Section 9 hereof.

11. **Rights and Liabilities of FoodTrader-Delaware.** At and after the Effective Date, and in the manner and as more fully set forth in Section 259 of the Delaware General Corporation Law and Section 607.1106 of the Florida Business Corporation Act, the title to all real estate and other property, or any interest therein, whether owned by TFTE or FoodTrader-Delaware shall be vested in FoodTrader-Delaware without reversion or impairment; FoodTrader-Delaware shall succeed to and possess, without further act or deed, all estates, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, intangible and mixed, of each of TFTE and FoodTrader-Delaware without reversion or impairment; FoodTrader-Delaware shall thenceforth be responsible and liable for all the liabilities and obligations of each of TFTE and FoodTrader-Delaware; any claim existing or action or proceeding pending by or against TFTE or FoodTrader-Delaware may be continued as if the Merger did not occur or FoodTrader-Delaware may be substituted for TFTE in the proceeding; neither the rights of creditors nor any liens upon the property of TFTE or FoodTrader-Delaware shall be impaired by the Merger; and FoodTrader-Delaware shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

12. **Termination.** This Agreement may be terminated and abandoned by action of the respective Boards of Directors of TFTE and FoodTrader-Delaware at any time prior to the Effective Date, whether before or after approval by the stockholders of either or both of the parties hereto.

13. **Amendment.** The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date; provided that an amendment made subsequent to the approval of this Agreement by the stockholders of either of the parties hereto shall not: (a) alter or change the number or kind of shares to be received in exchange for or on conversion of all or any of the shares of the parties hereto, (b) change any term of the Certificate of Incorporation of FoodTrader-Delaware (except as contemplated below), or (c) change any other terms or conditions of this Agreement if such change would adversely affect the holders of any capital stock of either party hereto.

14. **Conditions.** The obligations of the parties to consummate the Merger are subject to the satisfaction of the following conditions: (i) no action, suit or proceeding shall be pending before any court or quasijudicial or administrative agency of any federal, state or foreign jurisdiction or before any arbitrator wherein an unfavorable injunction, judgment, order, decree, ruling or charge would (a) prevent consummation of the Merger, (b) cause the Merger to be rescinded following consummation, or (c) adversely affect the business, assets, properties, operations (financial or otherwise), or prospects of FoodTrader-Delaware as a result of the Merger (and no such injunction, judgment, order, decree, ruling or charge shall be in effect); and (ii) the parties shall have received all consents of third parties that have agreements with TFTE and whose consent is required for the assumption of such agreements by FoodTrader-Delaware.

15. **Registered Office.** The registered office of FoodTrader-Delaware in the State of Delaware is located at 1209 Orange Street, Corporation Trust Center, in the City of Wilmington 19801, County of New Castle. The name of the registered agent of FoodTrader-Delaware at such address is The Corporation Trust Company.

16. **Service Of Process.** On and after the Effective Date, FoodTrader-Delaware agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of TFTE or FoodTrader-Delaware arising from the Merger.

17. **Designation of Florida Secretary of State as Agent for Service of Process.** On and after the Effective Date, FoodTrader-Delaware irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any suit or other proceeding to enforce the rights of any stockholders of TFTE or FoodTrader-Delaware arising from the Merger. The Florida Secretary of State is requested to mail a copy of such process to FoodTrader-Delaware at FoodTrader.com, Inc., 2655 LeJeune Road, Suite 600, Miami, Florida 33134, Attention: Frank Tomasino, President, Telephone No. (305) 461-2939.

18. **Governing Law.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed as of the date first written above.

THE FOOD TRADER EXCHANGE, INC.,
A Florida corporation

By: _____

T.S. Boswick
Tor S. Boswick, Vice President

FOODTRADER.COM, INC.,
A Delaware corporation

By: _____

T.S. Boswick
Tor S. Boswick, Vice President