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Merge

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SECRETARY OF STATE
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CORPORATE
ACCESS,
INC.

236 East 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) (904) 222-2666 or (800) 969-1666 Fax (904) 222-1666

WALK IN
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☒ CERTIFIED COPY

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☒ FILING *Merger*

- 1.) *Triple E Produce Corp* into
(CORPORATE NAME & DOCUMENT #)
- 2.) *Triple E Packing Corp* into
(CORPORATE NAME & DOCUMENT #)
- 3.) *Egfresh Produce, Inc.* into
(CORPORATE NAME & DOCUMENT #)
- 4.) *Esformes Properties, Inc. (surviving corporation)*
(CORPORATE NAME & DOCUMENT #)
- 5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

ARTICLES OF MERGER

FILED

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purposes of merging them into one corporation:

FIRST. The name and jurisdiction of the surviving corporation is:

Esformes Properties, Inc. – State of Florida

SECOND. The name and jurisdiction of the merging corporations are:

Triple E Produce Corp. – State of Delaware

Triple E Packing Corp. – State of California

Esfresh Produce, Inc. – State of Michigan

THIRD. The Agreement and Plan of Merger is attached hereto.

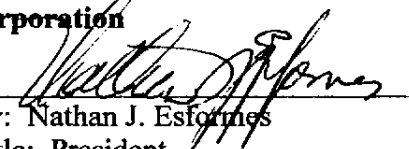
FOURTH. The merger shall become effective on Dec 31, 2004.

FIFTH. The Agreement and Plan of Merger was adopted by the Shareholders of the surviving corporation on Dec 29, 2004.


SIXTH. The Agreement and Plan of Merger was adopted by the Shareholders of the merging corporations on Dec 29, 2004.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the 29th day of December, 2004.


TRIPLE E PRODUCE CORP., a Delaware corporation


By: Nathan J. Esformes
Title: President

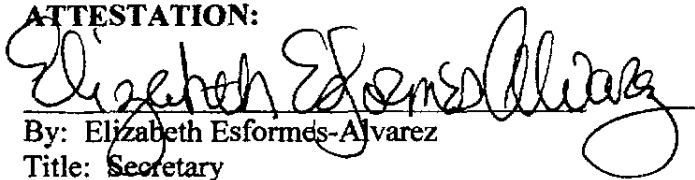
ATTESTATION:


By: Elizabeth Esformes-Alvarez
Title: Secretary

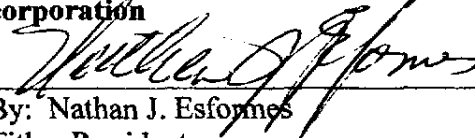
TRIPLE E PACKING CORP., a California corporation


By: Nathan J. Esformes
Title: President


ATTESTATION:


By: Elizabeth Esformes-Alvarez
Title: Secretary

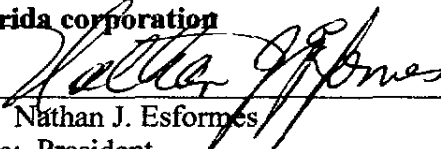
ESFRESH PRODUCE, INC., a Michigan corporation


By: Nathan J. Esformes
Title: President

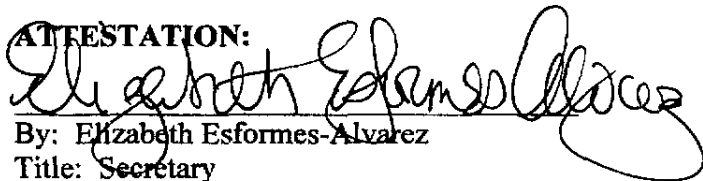
ATTESTATION:


By: Elizabeth Esformes-Alvarez
Title: Secretary

ESFORMES PROPERTIES, INC., a Florida corporation


By: Nathan J. Esformes
Title: President

ATTESTATION:


By: Elizabeth Esformes-Alvarez
Title: Secretary

AGREEMENT AND PLAN OF MERGER
OF
TRIPLE E PRODUCE CORP., A DELAWARE CORPORATION,
TRIPLE E PACKING CORP., A CALIFORNIA CORPORATION,
ESFRESH PRODUCE, INC., A MICHIGAN CORPORATION,
AND
ESFORMES PROPERTIES, INC., A FLORIDA CORPORATION

The following Agreement and Plan of Merger has been submitted to and approved by the Boards of Directors and Shareholders of TRIPLE E PRODUCE CORP., a Delaware corporation, whose tax identification number is 94-1631289 (hereinafter sometimes referred to as "Produce"); TRIPLE E PACKING CORP., a California corporation, whose tax identification number is 68-0383863 (hereinafter sometimes referred to as "Packing"); ESFRESH PRODUCE, INC., a Michigan corporation, whose tax identification number is 38-2272081 (hereinafter sometimes referred to as "Esfresh") (Produce, Packing, and Esfresh are hereinafter sometimes collectively referred to as the "Merging Corporations"); and the Board of Directors and Shareholders of ESFORMES PROPERTIES, INC., a Florida corporation, whose tax identification number is 65-0763535 (hereinafter referred to as "Surviving Corporation").

1. Surviving Corporation. The Merging Corporations shall merge with and into the Surviving Corporation (the "Merger"). After the Merger, the name of the Surviving Corporation will continue to be "ESFORMES PROPERTIES, INC." Upon the Merger becoming effective, the corporate existence of all of the Merging Corporations shall cease and only the corporate existence of the Surviving Corporation will continue.

2. Conversion of Shares. As of the Effective Date (as defined in Section 7 hereof) of the Merger, the issued and outstanding shares of the only class of stock of all of the Merging

Corporations and the Surviving Corporation will be converted and exchanged set forth below. Produce's Common Stock, Packing's Common Stock, and Esfresh's Common Stock are hereinafter collectively referred to as the "Merging Corporations' Common Stock."

a. Produce's Common Stock. All of the Shares of the no par value common stock of Produce issued and outstanding immediately prior to the Effective Date shall, solely by virtue of the Merger and without any action on the part of the holder thereof, be cancelled. No cash or other property shall be given as consideration for the cancellation of such shares.

b. Packing's Common Stock. All of the Shares of the \$1.00 par value common stock of Packing issued and outstanding immediately prior to the Effective Date shall, solely by virtue of the Merger and without any action on the part of the holder thereof, be cancelled. No cash or other property shall be given as consideration for the cancellation of such shares.

c. Esfresh's Common Stock. All of the Shares of the \$10.00 par value common stock of Esfresh issued and outstanding immediately prior to the Effective Date shall, solely by virtue of the Merger and without any action on the part of the holder thereof, be cancelled. No cash or other property shall be given as consideration for the cancellation of such shares.

d. Surviving Corporation's Common Stock. Each share of \$1.00 par value common stock of the Surviving Corporation (the "Surviving Corporation's Common Stock") issued and outstanding immediately prior to the Effective Date, and all rights to payment of dividends declared with respect to the Surviving Corporation's Common

Stock, shall, solely by virtue of the Merger and without any action by the holder thereof, remain unchanged. On the Effective Date, the shareholders of all of the Merging Corporations shall deliver to the Surviving Corporation the Share Certificates representing all of the shares of each of the Merging Corporations' Common Stock owned by such Shareholders, duly endorsed in blank. The Surviving Corporation hereby agrees that, upon receipt of such Share Certificates from the Shareholders of the Merging Corporations, the Surviving Corporation shall cancel said shares. As of the Effective Date, each share of the Merging Corporations' Common Stock held in the Merging Corporations' treasury immediately prior to the Effective Date shall, solely by virtue of the Merger and without any action by the holder thereof, be canceled and retired and all rights in respect thereof shall cease to exist, without any conversion thereof.

3. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Date shall continue to be the Articles of Incorporation of the Surviving Corporation.

4. Bylaws. The By laws of the Surviving Corporation in effect immediately prior to the Effective Date shall continue to be the Bylaws of the Surviving Corporation and shall not be amended by the Merger.

5. Directors. The Directors of the Surviving Corporation immediately prior to the Effective Date shall be the Directors of the Surviving Corporation and will hold office from the Effective Date until their respective successors are duly elected and qualified, or until their earlier resignation or removal, or as otherwise provided by law.

6. Officers. The officers of the Surviving Corporation immediately prior to the Effective Date shall be the officers of the Surviving Corporation and shall hold office from the Effective Date until their respective successors are duly elected and qualified, or until their earlier resignation or removal, or otherwise as provided by law.

7. Effective Date. The Merger shall become effective as of the time and date of the filing of the Articles of Merger with the Department of State of the State of Florida, or at the time specified in the Articles of Merger, if later than the time of filing. The Articles of Merger shall be so filed as soon as practicable after the Closing. The date and time when the Merger shall become effective is herein referred to as the "Effective Date."

8. Effect of Merger. As of the Effective Date, the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of the Merging Corporations and the Surviving Corporation; and all singular rights, privileges, powers and franchises of the Merging Corporations and the Surviving Corporation, and all property, real, personal and mixed, and all debts due to the Merging Corporations or Surviving Corporation on whatever account shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest, including leasehold interests, shall be thereafter effectively, the property of the Surviving Corporation as they were of the Merging Corporations, and the title to any real estate vested by deed or by otherwise in the Merging Corporations, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporations shall thenceforth attached to the Surviving Corporation, and may be enforced

against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

9. Notice of General Provisions. All notices, requests, waivers and other communications required or permitted to be given pursuant to this Agreement shall be in writing and shall be deemed to have been duly given if delivered personally, or mailed registered or certified first-class mail, postage prepaid, as follows:

Triple E Produce Corp.
8690 W. Linne Road
Tracy, California 95376

Attn: Nathan J. Esformes

Triple E Packing Corp.
P.O. Box 239
Tracy, California 95378

Attn: Nathan J. Esformes

Esfresh Produce, Inc.
8690 W. Linne Road
Tracy, California 95376

Attn: Nathan J. Esformes

Esformes Properties, Inc.
P.O. Box 1389
Palmetto, Florida 34220

Attn: Nathan J. Esformes

10. Further Assurances. After the Effective Date, the Surviving Corporation may execute and deliver any deed or assignment or other document or certificate which the Surviving Corporation determined necessary or desirable to carry out the purposes of the above-described Agreement and Plan of Merger, and the Surviving Corporation and the Merging Corporations

agree that the proper officers and directors of the Surviving Corporation or of the Merging Corporations are fully authorized in the name of the Surviving Corporation or otherwise to execute such documents or certificates.

11. Entire Understanding. This Agreement constitutes the entire agreement and supersedes all prior agreements, both written and oral, among the parties hereto with respect to the subject matter hereof.

12. Counterparts. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

13. Headings. The headings preceding the text of sections of this Agreement are for convenience only and shall not be deemed part of this Agreement.

14. Applicable Law. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Florida.

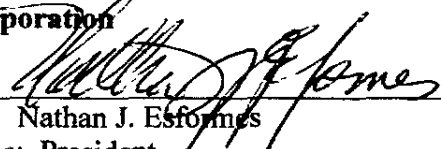
15. Permissible. The Merger is permitted by the states under whose law it is incorporated and each corporation will comply with such law in effecting the merger.

16. Board of Directors Approval. The Board of Directors of the Surviving Corporation and all of the Merging Corporations have approved the transactions contemplated herein.


17. Shareholders Approval. The Shareholders of the Surviving Corporation and all of the Merging Corporations have approved the transactions contemplated herein.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of
the 29th day of December, 2004.

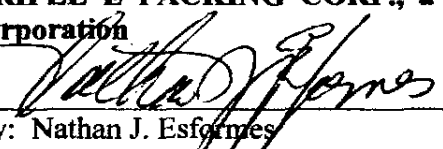
**TRIPLE E PRODUCE CORP., a Delaware
corporation**


By: Nathan J. Esformes
Title: President

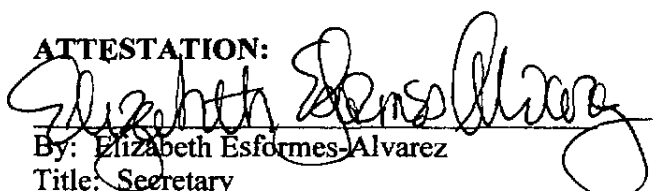
ATTESTATION:


By: Elizabeth Esformes-Alvarez
Title: Secretary

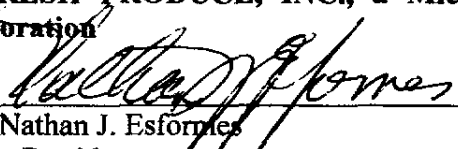
**TRIPLE E PACKING CORP., a California
corporation**


By: Nathan J. Esformes
Title: President

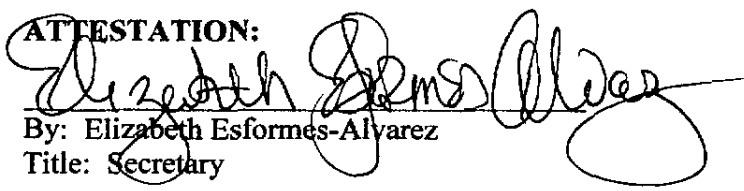
ATTESTATION:


By: Elizabeth Esformes-Alvarez
Title: Secretary


**ESFRESH PRODUCE, INC., a Michigan
corporation**


By: Nathan J. Esformes
Title: President

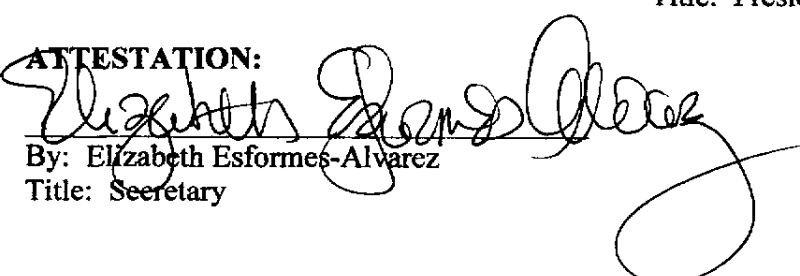
ATTESTATION:


By: Elizabeth Esformes-Alvarez
Title: Secretary

**ESFORMES PROPERTIES, INC., a
Florida corporation**


By: Nathan J. Esformes
Title: President

ATTESTATION:


By: Elizabeth Esformes-Alvarez
Title: Secretary