

P97000047558



ACCOUNT NO. : 072100000032

REFERENCE : 537490 4307846

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 70.00

FILED  
2001 DEC 27 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 27, 2001

ORDER TIME : 9:59 AM

ORDER NO. : 537490-005

CUSTOMER NO: 4307846

500004740985--4

CUSTOMER: Marlene Katz, Legal Assistant  
Crosby Heafey Roach & May  
Suite 2000  
Two Embarcadero Center  
San Francisco, CA 94111-4106

ARTICLES OF MERGER

PRESSER FAMILY CORP.

INTO

PRESSER FAMILY CORP.

RECEIVED  
01 DEC 27 AM 10:31  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

C. Coulliette DEC 27 2001

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PRESSER FAMILY CORP., a Florida corporation, P97000047558

INTO

**PRESSER FAMILY CORP.**, a California entity not qualified in Florida.

File date: December 27, 2001

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

FILED

2001 DEC 27 AM 11:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
THE PRESSER FAMILY CORP.

*Pursuant to section 607.1109, Florida Statutes, the following articles of merger are being submitted:*

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type of the merging party is as follows:

| <u>Name and Street Address</u>                                  | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| Presser Family Corp.<br>7020 S.W. 100 Street<br>Miami, FL 33156 | Florida             | Corporation        |

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

| <u>Name and Street Address</u>                            | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| Presser Family Corp.<br>P.O. Box 132<br>Tomales, CA 94971 | California          | Corporation        |

**THIRD:** The attached Agreement of Merger meets the requirements of section 607.1103, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

**FOURTH:** The attached Agreement of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** The surviving entity hereby appoints the Florida Secretary as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of the domestic corporation that is a party to the merger.

**SIXTH:** The surviving entity agrees to pay the dissenting shareholders of the domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302, Florida Statutes.





**SEVENTH:** The surviving entity has obtained the written consent of each shareholder of the surviving entity pursuant to sections 607.1108(5), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of the articles of organization of any limited liability company.

**NINTH:** The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: Signature for Each Party**

| <u>Name of Entity</u>     | <u>Signature</u>  | <u>Name of Individual</u>      |
|---------------------------|---|--------------------------------|
| Presser Family Corp. (FL) |    | Jorge I. Presser, President    |
|                           |    | Marta Elena Presser, Secretary |
| Presser Family Corp. (CA) |   | Jorge I. Presser, President    |
|                           |  | Marta Elena Presser, Secretary |

## AGREEMENT OF MERGER

This Agreement of Merger is entered into between the Presser Family Corp., a California corporation (herein "Surviving Corporation") and Presser Family Corp, a Florida corporation herein ("Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be cancelled without consideration and each shareholder of Merging Corporation shall receive an equal number of shares.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

### SURVIVING CORPORATION

Presser Family Corp.

By:

Jorge Presser  
Jorge Presser, President

By:

Marta Elena Presser  
Marta Elena Presser, Secretary

### MERGING CORPORATION

Presser Family Corp.

By:

Jorge Presser  
Jorge Presser, President

By:

Marta Elena Presser  
Marta Elena Presser, Secretary

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