

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Division of Corporations
Fax Number : (850) 617-6380

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Account Name : EDWARDS, ANGELL, PALMER & DODGE, LLP
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**MERGER OR SHARE EXCHANGE****APL Sciences, Inc.**

Certificate of Status	0
Certified Copy	1
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EXAMINER

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Applied Food Technologies, LLC	Virginia	Limited Liability Company
APL Sciences, Inc.	Florida	Corporation

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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Applied Food Technologies, LLC	Virginia	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

3610 NW 42nd Terrace

Gainesville FL 32606

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.



b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Applied Food Technologies, LLC		LeeAnn Applewhite
APL Sciences, Inc.		LeeAnn Applewhite

Corporations:Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)**General Partnerships:**

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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PLAN OF MERGER

The names of the parties to the merger (the "Merger") are Applied Food Technologies, LLC, a limited liability company duly organized and existing under the laws of the Commonwealth of Virginia (the "Surviving Company" or "AFT"), and APL Sciences, Inc., a corporation duly organized and existing under the laws of the State of Florida (the "Merging Company" or "APL").

The Terms and Conditions of the Merger are as follows:

A. Merger. APL shall be merged with and into AFT. AFT shall be the survivor of the merger in the State of Virginia under its present name. The Articles of Organization, Operating Agreement, identity, existence, certificate of authority, purposes, powers, objects, franchises, privileges, rights and immunities of the Surviving Company shall continue unaffected and unimpaired by the merger, and the franchises, existence and rights of the Merging Company shall be merged into the Surviving Company and the Surviving Company shall be fully vested therewith. The separate and individual existence of the Merging Company shall cease and terminate as of the Effective Time of the Merger (as hereinafter defined). The Surviving Company and the Merging Company intend, by approving resolutions authorizing this Plan of Merger, to adopt this Plan of Merger as a "plan of reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations thereunder, and to cause the merger to qualify as a reorganization under the provisions of Section 368(a) of the Code.

B. Effective Time of Merger. The merger of APL with and into AFT shall be effective as of the filing of the Articles of Merger (the "Effective Time of Merger").

C. Managers, Directors, and Officers of the Surviving Company. The managers, directors and/or officers of the Surviving Company immediately prior to the Effective Time of Merger shall be the managers, directors and/or officers of the Surviving Company, from and after the Effective Time of Merger, until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal, all in accordance with the Surviving Company's Articles of Organization and Operating Agreement.

D. Conversion of Stock of APL. At the Effective Time of Merger, each share of common stock of the Merging Company outstanding immediately prior to the Effective Time of Merger, shall by virtue of the Merger and without the surrender of certificates or any other action by the holder of such shares of stock, be cancelled and shall be converted into an equal amount of units of member interests of the Surviving Company.

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