



THE UNITED STATES
CORPORATION
COMPANY

P97000071486

ACCOUNT NO. : 072100000032

REFERENCE : 838806 7223791

AUTHORIZATION : *Patricia Pigito*

COST LIMIT : \$ 70.00

ORDER DATE : September 21, 2000

ORDER TIME : 2:33 PM

ORDER NO. : 838806-005

CUSTOMER NO: 7223791

CUSTOMER: Ms. Kristi L. Siplon
Cool Fruits, Inc.
11926 Fairway Lake Drive
Fort Myers, FL 33913

Merger

200003401232-6

ARTICLES OF MERGER

COOL FRUITS, INC.

INTO

COOL FRUITS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133

EXAMINER'S INITIALS: *102*

9/25/00

FILED
00 SEP 21 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 21 PM 3:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

COOL FRUITS, INC., a Florida corporation P97000071486
,

INTO

COOL FRUITS, INC., a Delaware corporation not qualified in Florida.

File date: September 21, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER

OF

COOL FRUITS, INC.
(a Florida corporation)

AND

COOL FRUITS, INC.
(a Delaware corporation)FILED
00 SEP 21 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDATo the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Cool Fruits, Inc., a Florida corporation, with and into Cool Fruits, Inc., a Delaware corporation.

2. The shareholders of Cool Fruits, Inc., a Florida corporation, entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on September 15, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Cool Fruits, Inc., a Florida corporation, with and into Cool Fruits, Inc., a Delaware corporation, is permitted by the laws of the jurisdiction of organization of Cool Fruits, Inc., a Delaware corporation, and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Cool Fruits, Inc., a Delaware corporation, was February 11, 1999.

Executed on September 19, 2000.

COOL FRUITS, INC.
(a Florida corporation)By: 

Richard Worth, President

COOL FRUITS, INC.
(a Delaware corporation)By: 

Richard Worth, President

6. Upon the Effective Date of the Merger, each share of common stock issued by Cool Fruits Florida and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for 5,000 fully paid and nonassessable shares of common stock of Cool Fruits Delaware.

After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of common stock of Cool Fruits Florida may, at such stockholder's option, surrender the same for cancellation to Cool Fruits Delaware, as exchange agent, and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of common stock of Cool Fruits Delaware into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of common stock of Cool Fruits Florida shall be deemed for all purposes to represent the number of shares of common stock of Cool Fruits Delaware into which such shares of common stock of Cool Fruits Florida were converted in the Merger as herein provided.

7. The Certificate of Incorporation and by-laws of Cool Fruits Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation and by-laws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law. The directors and officers of Cool Fruits Delaware immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the by-laws of the Surviving Corporation.

IN WITNESS WHEREOF, this Plan having first been approved by the joint resolutions of the sole shareholder and Board of Directors of Cool Fruits Florida on February 11, 1999 and the sole shareholder and Board of Directors of Cool Fruits Delaware on February 11, 1999 is hereby executed on behalf of each of such two corporations.

COOL FRUITS, INC.,
A Florida corporation

By: 

Name: Richard S. Worth
Title: President

COOL FRUITS, INC.,
A Delaware corporation

By: 

Name: Richard S. Worth
Title: President