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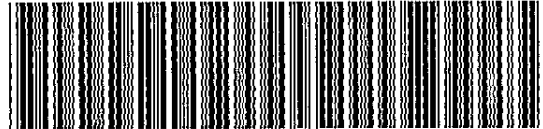
(Business Entity Name)

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12/28/05--01022--003 **78.75

RECEIVED
05 DEC 28 AM 9:19
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EXPIRATION DATE
12-30-05

FILED
2005 DEC 28 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

DEC 28 2005

CORP DIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/28/2005

REF. #: 000631.46037

CORP. NAME: CSD SAWGRASS, INC.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 515465 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ARTICLES OF MERGER

OF

CSD SAWGRASS, INC.

AND

WHITE CO., INC.

FILED
2005 DEC 28 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging CSD SAWGRASS, INC. with and into WHITE CO., INC. as approved by the Board of Directors of WHITE CO., INC. on December 09, 2005 and adopted at a meeting by the Board of Directors of WHITE CO., INC. on December 09, 2005.

SECOND: The merger of CSD SAWGRASS, INC. with and into WHITE CO., INC. is permitted by the laws of the jurisdiction of organization of WHITE CO., INC. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of WHITE CO., INC. was December 09, 2005.

THIRD: Shareholder approval was not required for the merger.

FOURTH: The effective date of the merger is December 30th, 2005.

EFFECTIVE DATE
12-30-05

Executed on this 9th day of December, 2005.

CSD SAWGRASS, INC.

By: Celeste L. Tate
Name: Celeste Tate
Capacity: Vice President

WHITE CO., INC.

By: Steven M. Rapp
Name: Steven M. Rapp
Capacity: Vice President

PLAN OF MERGER AND DISSOLUTION

PLAN OF MERGER adopted by, and for the merger of, CSD Sawgrass, Inc., a corporation for profit organized under the laws of the State of Florida and White Co., Inc, a corporation for profit organized under the laws of the State of Delaware. The name of the surviving corporation into which CSD Sawgrass, Inc. plans to merge is White Co., Inc.

CSD Sawgrass, Inc. and White Co., Inc. and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge CSD Sawgrass, Inc. with and into White Co., Inc., pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth.

1. CSD Sawgrass, Inc. and White Co., Inc., shall, pursuant to the provisions of the Delaware General Corporation Law be merged with and into a single corporation, to wit, White Co., Inc., which shall be the surviving corporation when the merger takes effect and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of CSD Sawgrass, Inc. which is sometimes hereinafter referred to as the "terminating corporation", shall cease when the merger takes effect in accordance with the provisions of the Delaware General Corporation Law.

2. The certificate of incorporation of the surviving corporation when the merger takes effect in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation when the merger takes effect in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation when the merger takes effect in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the terminating corporation when the merger takes effect shall be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner

prescribed by the provisions of the Delaware General Corporation Law, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Delaware General Corporation Law, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. This Agreement is intended as a plan merger and dissolution within the meaning of Section 332 of the Internal Revenue Code.

10. This Agreement is on file at surviving corporation's principal place of business, located at 1 Pepsi Way, Somers, New York, 10589.

11. The surviving corporation will furnish a copy of this Agreement, on request and without cost, to any stockholder of any constituent corporation.