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Division of Corporations
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RESUBMIT

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1/27/2011

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
POLAR ONE GROUP HOLDINGS, INC.

EFFECTIVE DATE

Jan 28, 11

Certificate of Status	0
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merger
@ 1/31/11

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1/28/2011 2:16:11 PM PAGE 3/007
1/28/2011 9:51:20 AM PAGE 1/001

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January 28, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

REFRIGERATED FACILITY CORP.
360 AVENUE P
3RD FLOOR
NEWARK, NJ 07105

SUBJECT: REFRIGERATED FACILITY CORP.
REF: P98000020266

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to list the complete date for the effective date within the Articled of Merger.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Jan 28, 11

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Polar One Group Holdings, Inc.</u>	<u>New Jersey</u>	<u>0100840139 (NJ)</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Refrigerated Facility Corp.</u>	<u>Florida</u>	<u>P98000020266</u>
<u>Refrigerated Facility Corp. of</u>		
<u>South Florida</u>	<u>Florida</u>	<u>P98000020270</u>

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 01 / 28 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

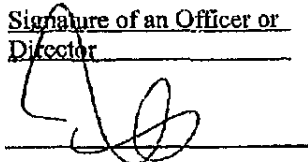
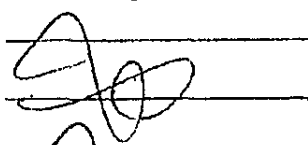
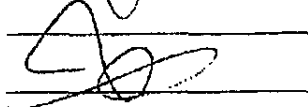
The Plan of Merger was adopted by the board of directors of the surviving corporation on January 24, 2011 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on January 24, 2011 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleRefrigerated Facility Corp.John J. Galiher, PresidentRefrigerated Facility Corp.John J. Galiher, Presidentof South FloridaPolar One GroupJohn J. Galiher, PresidentHoldings, Inc.

PLAN OF MERGER OF
REFRIGERATED FACILITY CORP.
(a Florida corporation)
and
REFRIGERATED FACILITY CORP. OF SOUTH FLORIDA
(a Florida corporation)
WITH AND INTO
POLAR ONE GROUP HOLDINGS, INC.
(a New Jersey corporation)

THIS PLAN OF MERGER, adopted and approved on the 24th day of January, 2011 (hereinafter, this "Plan"), by resolutions adopted by the Board of Directors of POLAR ONE GROUP HOLDINGS, INC., a business corporation organized under the laws of the State of New Jersey ("Polar One"), and further adopted and approved on said date by the Board of Directors of each of REFRIGERATED FACILITY CORP., a business corporation organized under the laws of the State of Florida ("RFC"), and REFRIGERATED FACILITY CORP. OF SOUTH FLORIDA, a business corporation organized under the laws of the State of Florida ("RFC-South Florida").

1. Each of RFC and RFC-South Florida shall, pursuant to the applicable provisions of the Business Corporation Act of the State of Florida and the Business Corporation Act of the State of New Jersey, be merged with and into Polar One, which, upon the effective date of the merger herein described (hereinafter, the "Merger"), shall be the surviving corporation in the State of New Jersey (as such, being sometimes referred to hereinafter as the "Surviving Corporation") and which shall continue to exist as said surviving corporation pursuant to the applicable provisions of the Business Corporation Act of the State of New Jersey. The separate existence of each of RFC and RFC-South Florida, each of which is a wholly-owned subsidiary of the Surviving Corporation (each of which being sometimes referred to hereinafter as a "Subsidiary Corporation"), shall cease upon the effective date of the Merger in accordance with the Business Corporation Act of the State of Florida.

2. The Certificate of Incorporation of the Surviving Corporation, as amended and in effect as of the effective date of the Merger in the State of New Jersey, shall remain as the Certificate of Incorporation of said Surviving Corporation and continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Act of the State of New Jersey.

3. The By-Laws of the Surviving Corporation, as amended and in effect as of the effective date of the Merger in the State of New Jersey, shall remain as the By-Laws of said Surviving Corporation and continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Business Corporation Act of the State of New Jersey.

4. The directors and officers of the Surviving Corporation in office as of the effective date of the Merger in the State of New Jersey shall be and remain the members of the first Board of Directors and the first officers of the Surviving Corporation and shall continue to hold such directorships and offices until the election and qualification of their respective successors or until their respective tenures are otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

5. The issued shares of each Subsidiary Corporation shall not be converted or exchanged in any manner inasmuch as the Surviving Corporation presently owns all of the outstanding shares of each Subsidiary Corporation and will continue to own said shares prior to the adoption and effective date of this Plan. All of the issued shares of each Subsidiary Corporation shall be surrendered and extinguished upon the effective date of the Merger in the jurisdiction of its organization. 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. This Plan having been duly approved and adopted and fully authorized on behalf of the Surviving Corporation in the manner prescribed by the Business Corporation Act of the State of New Jersey and on behalf of each Subsidiary Corporation in the manner prescribed by the Business Corporation Act of the State of Florida, the Surviving Corporation and each Subsidiary Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any and all instruments prescribed by the laws of the State of Florida and the State of New Jersey and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger contemplated herein.

7. Each officer of the Surviving Corporation and each Subsidiary Corporation is hereby authorized, empowered, and directed to execute articles of merger on behalf of said corporations in conformity with the applicable provisions of the Business Corporation Act of the State of New Jersey and the Business Corporation Act of the State of Florida, respectively, and the Board of Directors and the proper officers of the Surviving Corporation and of each Subsidiary Corporation 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, which shall be or become necessary, proper, or convenient to carry out or put into effect each of the provisions of this Plan and of the Merger herein provided for.

8. The effective date of this Plan and of the Merger herein provided for, insofar as the provisions of the Business Corporation Act of the State of New Jersey and the Business Corporation Act of the State of Florida govern same, shall be January 28, 2011.