

Division of Corporations

P 99000000162

## Florida Department of State

Division of Corporations

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Fax Number : (850) 922-4000

From:

Account Name : HENDERSON, FRANKLIN, STARNES &amp; HOLT, P.A.

Account Number : 075410002172

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Does not have  
to have Exhibit  
#4 written on  
Plan per  
S. Payne  
DC  
3-18-99

## MERGER OR SHARE EXCHANGE

SWG PACKING CO., INC.

Certificate of Status	0
Certified Copy	1
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99 MAR 17 PM 2:18

DIVISION OF CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Merger  
03/18/99

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SWG PACKING CO., INC., a Georgia corporation not qualified to transact  
business in the State of Florida.

INTO

**SWG PACKING CO., INC.,** a Florida corporation, P99000000162

File date: March 17, 1999

Corporate Specialist: Darlene Connell

FAX AUDIT NO.: H99000006392

ARTICLES OF MERGER

OF

SWG PACKING CO., INC.  
a Georgia corporation

INTO

SWG PACKING CO., INC.  
a Florida corporation

FILED  
99 MAR 17 PM 4:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to §607.1105 and 607.1107 of the Florida Business Corporation Act, SWG PACKING CO., INC., a Georgia corporation ("SWG Georgia"), and SWG PACKING CO., INC., a Florida corporation ("SWG Florida"), hereby adopt the following Articles of Merger:

1. The Plan of Merger and Reorganization is attached hereto as Exhibit A and incorporated herein by reference.
2. As to SWG Georgia, the Plan of Merger and Reorganization was duly adopted unanimously by the shareholders of SWG Georgia on February 1, 1999.
3. As to SWG Florida, the Plan of Merger and Reorganization was duly adopted unanimously by the shareholders of SWG Florida on February 1, 1999. As to SWG Florida, the Plan of Merger and Reorganization and the performance of its terms were duly authorized by all action required by the State of Florida.
4. The Plan of Merger and Reorganization shall be effective upon the later of the filing of the Articles of Merger with the Secretary of State of Florida or the filing of Articles of Merger with the Secretary of State of Georgia.

Prepared by: Guy E. Whitesman, Esquire  
Florida Bar Number: 334189  
1715 Monroe Street  
Fort Myers, FL 33901  
(941) 334-4121

FAX AUDIT NO.: H99000006392

03/17/99 13:46 FAX 9413324494

Henderson, Frank

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FAX AUDIT NO.: H99000006392

IN WITNESS WHEREOF, each of the undersigned corporations has duly caused these Articles of Merger to be executed by their respective duly authorized officers as of this 1st day of February, 1999.

SWG PACKING CO., INC.,  
a Georgia corporation

By: William Lipman  
William Lipman, President

SWG PACKING CO., INC.,  
a Florida corporation

By: William Lipman  
William Lipman, President

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### PLAN OF MERGER AND REORGANIZATION

WHEREAS, SWG PACKING CO., INC. is a corporation duly organized and validly existing under the laws of the State of Georgia ("SWG Georgia");

WHEREAS, SWG PACKING CO., INC. is a corporation duly organized and validly existing under the laws of the State of Florida ("SWG Florida");

WHEREAS, the Boards of Directors of SWG Georgia and SWG Florida have each determined and approved that it is advisable that SWG Georgia merge with and into SWG Florida upon the terms and conditions provided herein (the "Merger") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code (change of state of organization); and

NOW, THEREFORE, SWG Florida and SWG Georgia hereby agree to merge into a single corporation as follows:

FIRST: Pursuant to this Plan of Merger and Reorganization, SWG Georgia shall be merged with and into SWG Florida, and the separate corporate existence of SWG Georgia shall thereupon cease (the "Non-Surviving Corporation"). SWG Florida shall be the surviving corporation (the "Surviving Corporation") and shall retain its corporate identity and succeed to all of the rights, assets, liabilities and obligations of SWG Florida and SWG Georgia.

SECOND: The Merger shall become effective on the later of the filing of Articles of Merger with the Secretary of State of Georgia or the filing of Articles of Merger with the Secretary of State of Florida, such time being hereinafter referred to as the "Effective Time."

THIRD:

(a) SWG Florida Stock. At the Effective Time, each share of Common Stock, \$1.00 par value per share, of SWG Florida issued and outstanding immediately prior to the

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Effective Time shall be and remain issued and outstanding and shall continue to represent one share of common stock of the Surviving Corporation.

(b) SWG Georgia Stock

(i) At the Effective Time, all of the shares of Common Stock, no par value per share, of SWG Georgia (the "SWG Georgia Common Stock"), issued and outstanding immediately prior to the Effective Time, other than shares to be canceled pursuant to Paragraph 3(b)(iii) hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive shares of Common Stock, \$1.00 par value per share, of SWG Florida (the "SWG Florida Common Stock").

(ii) As a result of the Merger and without any action on the part of the holder thereof, at the Effective Time all shares of SWG Georgia Common Stock shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of shares of SWG Georgia Common Stock shall thereafter cease to have any rights with respect to such shares of SWG Georgia Common Stock, except the right to receive, without interest, the SWG Florida Common Stock issuable in accordance with Paragraph 3(b)(i) hereof upon the surrender of a certificate representing such shares of SWG Georgia Common Stock.

(iii) Each share of SWG Georgia Common Stock issued and held in SWG Georgia's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding and shall be canceled and retired without payment of any consideration therefor.

FOURTH: The Charter of SWG Florida in effect immediately prior to the Effective Time shall be the Charter of the Surviving Corporation, until duly amended in accordance with applicable law.

FIFTH: The Bylaws of SWG Florida in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, until duly amended in accordance with applicable law.

SIXTH: The Shareholders' Agreement of SWG Georgia in effect immediately prior to the Effective Time shall be the Shareholders' Agreement of the Surviving Corporation, until such time it is superceded or duly amended in accordance with applicable law.

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SEVENTH: The Plan of Merger and Reorganization herein made and approved shall be submitted to the shareholders of the Non-Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code, and the Merger shall be authorized in the manner prescribed by the laws of the State of Florida.

EIGHTH: In the event that the Plan of Merger and Reorganization shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provisions of the Georgia Business Corporation Code, and in the event that the Merger shall have been duly authorized in compliance with the laws of the State of Florida, the Non-Surviving 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 Georgia and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

NINTH: The Board of Directors and the proper officers of the Non-Surviving Corporation and 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 and Reorganization or of the Merger herein provided for.

Dated: February 1, 1999

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