

P99000032798

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

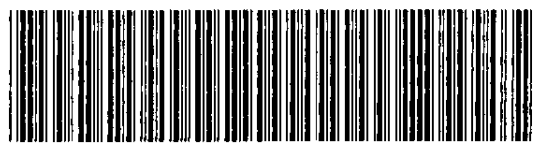
(Business Entity Name)

(Document Number)

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02/14/11--01027--019 **35.00

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11 FEB 28 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2K 3-17-11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2011

DANIEL NOVELA
NOVELA LAW
1390 BRICKELL AVE, STE 200
MIAMI, FL 33131

SUBJECT: GREENFIELD WORLD TRADE, INC.
Ref. Number: P99000032798

We have received your document for GREENFIELD WORLD TRADE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 011A00004010

RECEIVED
11 FEB 28 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Greenfield World Trade, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Daniel Novela

Contact Person

Novela Law

Firm/Company

1390 Brickell Avenue, Suite 200

Address

Miami, FL 33131

City/State and Zip Code

dnovela@novelalaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel Novela

Name of Contact Person

At (305)

371-6711

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Greenfield World Trade, Inc.	Florida	P99000032798

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Asbury Foodservices Equipment Co.	Florida	P99000032795

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 ____/____/____ (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
12/31/2010 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 12/31/2010.

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

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

A handwritten signature, likely 'M. J. Green', is written on a set of four horizontal lines. The signature is written in a cursive style, with the first letter 'M' being large and prominent. The lines are evenly spaced and extend across the width of the page.

Neal Asbury, President

← Equipment Co.

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Greenfield World Trade, Inc.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Asbury Foodservices Equipment Co.

Florida

Third: The terms and conditions of the merger are as follows:

By virtue of the Merger and without any further action on the part of Asbury, each share of Asbury common stock outstanding immediately prior to the Merger shall be cancelled. The shareholders of Greenfield shall be the shareholders of Merged Company and no change shall occur to the percentage ownership of the shareholders of Greenfield. It is intended that the Merger qualify as a tax-free reorganization within the meaning of Section 368(b) of the Internal Revenue Code of 1986, as amended

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Same as "Third" paragraph above.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: