



S75489

ACCOUNT NO. : 072100000032

REFERENCE : 979341 4332563

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 30, 1998

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ORDER NO. : 979341-005

CUSTOMER NO: 4332563

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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****157.50 ****157.50

BOCA JAVA, INC.
HOWYA BEAN, INC.

INTO

BAY AREA BREWERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: See 10/1

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

BOCA JAVA, INC., a Florida corporation, L83773

HOWYA BEAN, INC., a Florida corporation, P93000077283

INTO

BAY AREA BREWERS, INC., a Florida corporation, S75489

File date: September 30, 1998

Corporate Specialist: Teresa Brown

PLAN AND ARTICLES OF MERGER

OF

BOCA JAVA, INC., AND HOWYA BEAN, INC., BOTH FLORIDA CORPORATIONS,

INTO

**BAY AREA BREWERS, INC.
A FLORIDA CORPORATION**

THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Boca Java, Inc.	Florida
Howya Bean, Inc.	Florida
Bay Area Brewers, Inc.	Florida

SECOND: That a plan of merger among the parties to the Merger has been approved and adopted by the board of directors of each of the Constituent Corporations in accordance with the requirements of Florida law and that upon filing this document with the Secretary of State of Florida, the Merger shall be effective (the "Effective Time").

THIRD: The surviving corporation of the Merger is Bay Area Brewers, Inc., a Florida corporation (the "Surviving Corporation").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, Bay Area Brewers, Inc. ("BABI") as the Surviving Corporation shall continue its corporate existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to any of the Constituent Corporations, on whatever account, all causes of action and all other things belonging to any of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under

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the laws of any jurisdiction, in any of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(2) From and after the Effective Time, (i) the Articles of Incorporation and By-laws of BABI, as existing immediately prior to the Effective Time, shall be the Articles of Incorporation and By-laws of the Surviving Corporation, subject to any subsequent amendments; and (ii) the members of the Board of Directors and officers of BABI holding office immediately prior to the Effective Time shall remain as the members of the Board of Directors and officers of the Surviving Corporation, each to serve subject to the Surviving Corporation's By-laws.

(b) Conversion of Securities

As of the Effective Time and without any action on the part of the Constituent Corporations or the holders of any of the securities of any of these corporations, each of the events set forth below shall occur:

(1) The 30 shares of common stock of Boca Java, Inc. ("BJI") issued and outstanding immediately prior to the Effective Time shall be converted into shares of BABI Common Stock at a ratio of one share of BABI Common Stock for each share of BJI Common Stock.

(2) The 30 shares of common stock of Howya Bean, Inc. ("HBI") issued and outstanding immediately prior to the Effective Time shall be converted into shares of BABI Common Stock at a ratio of one share of BABI Common Stock for each share of HBI Common Stock.

FIFTH: This Plan and Articles of Merger was approved by unanimous written consent of the Shareholders of the Constituent Corporations, pursuant to Section 607.0704, Florida Statutes, as of August 31, 1998.

BOCA JAYA, INC.

By: 

Muriel Mansfield, President

HOWYA BEAN, INC.

By: 

Muriel Mansfield, President

BAY AREA BREWERS, INC.

By: 

Muriel Mansfield, President