

225850

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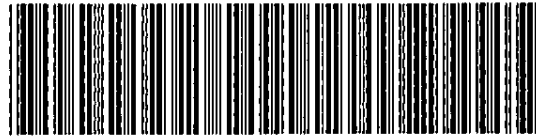
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PALM BEACH, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 OCT 11 AM 11:34

Merger
C.COULLIETTE

OCT 11 2011

EXAMINER

GRAY | ROBINSON
ATTORNEYS AT LAW

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mwilkinson@gray-robinson.com

October 11, 2011

VIA HAND DELIVERY

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

Re: Articles of Merger of AHCE, Inc. into HCE Corporation
Our File No. 5269-42

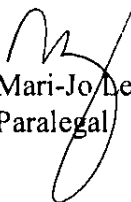
To Whom It May Concern:

Enclosed for filing please find an original and two copies of **ARTICLES OF MERGER for AHCE, Inc. into HCE CORPORATION**. The articles of merger include amended and restated articles of incorporation for HCE Corporation, which are being filed as part of the articles of merger/plan of merger. Thelma in the Division's Amendments and Mergers Section confirmed that when amended and restated articles are submitted attached to the articles of merger, it is considered one filing and no additional filing fee is required.

Please **FILE THE ORIGINAL, ISSUE A CERTIFIED COPY, and date-stamp the second copy of these Articles of Merger**. A check in the amount of **\$78.75** is enclosed. Call me at (850) 577-9090 when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,


Mari-Jo Lewis-Wilkinson
Paralegal

Enclosures

ARTICLES OF MERGER OF
AHCE, INC.
with and into
HCE CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 11 AM 11:36

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned AHCE, Inc. and HCE Corporation adopt the following Articles of Merger:

1. The name of the surviving corporation of the merger is HCE Corporation, a Florida corporation (the "Company"), assigned document number 225850.
2. The name of the merging corporation is AHCE, Inc., a Florida corporation ("Merger Sub"), assigned document number P11000086005.
3. Effective upon the merger of Merger Sub with and into the Company, the name of the surviving corporation shall remain "HCE Corporation".
4. A copy of the Plan of Merger, as adopted by the shareholders of the Company and the shareholders of Merger Sub, (the "Plan of Merger") is attached hereto as Exhibit A and incorporated herein by reference.
5. The merger shall become effective on the date and time these Articles of Merger are filed with the Secretary of State of the State of Florida.
6. The Plan of Merger was adopted October 9, 2011 by all of the shareholders of the Company entitled to vote thereon at a meeting duly called and held at which all of the shareholders of the Company were present, in the manner prescribed by Florida law.
7. The Plan of Merger was adopted October 7, 2011 by all of the shareholders of Merger Sub entitled to vote thereon by unanimous written consent without a meeting, in the manner prescribed by Florida law.

[Remainder of page intentionally left blank; signature pages follow]

IN WITNESS WHEREOF, these Articles of Merger have been executed as of the 10th day of October, 2011.

HCE CORPORATION,
a Florida corporation

By: 

Name: Keith D. Mixon

Title: President

[Remainder of page intentionally left blank; additional signature page follows]

[Second signature page to Articles of Merger]

AHCE, INC.,
a Florida corporation

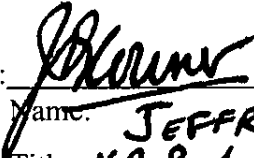
By: 
Name: JEFFREY CONNER
Title: VP & ASSISTANT SECRETARY

EXHIBIT A
PLAN OF MERGER
of
AHCE, INC.
merging with and into
HCE CORPORATION

The following Plan of Merger was adopted and approved by the Board of Directors and all of the shareholders of each corporation party to the merger in accordance with Sections 607.1101 and 607.1103, Florida Statutes, and is being submitted in accordance with said Sections and the relevant provisions of the Florida Business Corporation Act (the "Corporation Act").

ARTICLE 1
THE PARTIES TO THE MERGER

HCE Corporation, a Florida corporation (the "Company"), is the surviving corporation. As of the date hereof, the authorized capital stock of the Company consists of 10,000 shares of Common Stock (the "Company Common Stock"), of which 4,527 shares are issued and outstanding.

AHCE, Inc., a Florida corporation ("Merger Sub"), is the merging corporation. As of the date hereof, the authorized capital stock of Merger Sub consists of 1,000 shares of Common Stock (the "Merger Sub Common Stock"), of which 1,000 shares are issued and outstanding.

ARTICLE 2
THE MERGER

On the Effective Date (as defined below), and in accordance with the laws of the State of Florida, Merger Sub shall merge with and into the Company (the "Merger"), with the Company being the corporation surviving the Merger (hereafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Florida.

ARTICLE 3
EFFECTIVE DATE

Articles of Merger executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. This Plan of Merger shall be attached to such Articles of Merger as an Exhibit. The Merger shall become effective on the date and time the Articles of Merger are filed with the Secretary of State of the State of Florida (herein sometimes referred to as the "Effective Date").

ARTICLE 4
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation; Effects of the Merger. Upon the Merger becoming effective and by virtue thereof, the Company and Merger Sub shall become and be a single corporation, with the Company as the Surviving Corporation, and the separate corporate existence of the Company and Merger Sub shall cease. The Merger shall have the effects set forth in Section 607.1106 of the Corporation Act.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The articles of incorporation of the Company as in effect immediately prior to the Merger becoming effective shall be amended and restated such that the "Amended and Restated Articles of Incorporation" attached as Appendix A hereto shall be the articles of incorporation of the Surviving Corporation until amended in the manner provided by law and said Amended and Restated Articles of Incorporation.

(ii) The Bylaws of the Company in effect immediately prior to the Merger becoming effective shall be amended and restated such that the "Amended and Restated Bylaws" attached as an exhibit to the Merger Agreement (defined below) shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Amended and Restated Articles of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The directors of Merger Sub immediately prior to the Merger becoming effective shall be the directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

(iv) The officers of the Company immediately prior to the Merger becoming effective shall continue as the officers of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

(c) Name of Surviving Corporation. On the Effective Date, the name of the Surviving Corporation shall remain as "HCE Corporation".

ARTICLE 5
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(a) Merger Sub Shares. Each share of Merger Sub Common Stock issued and outstanding prior to the Effective Date of the Merger shall be converted into one fully paid share of Common Stock, par value \$1.00 per share, of the Surviving Corporation.

(b) Company Shares. In accordance with the terms of that certain Agreement and Plan of Merger dated as of October 11, 2011, by and among Dole Fresh Vegetables, Inc., Merger Sub, the Company and each of the shareholders of the Company (the "Merger Agreement"), each share of Company Common Stock issued and outstanding immediately prior to the Effective Date shall be converted into the right to receive the cash consideration described in the Merger Agreement, at the respective times and subject to the contingencies specified therein.

(c) No Conversion of Rights to Acquire. Since there were no rights to acquire any shares of Merger Sub Common Stock or Company Common Stock outstanding prior to the Effective Date, no conversion of such is necessary.

(d) Merger Agreement. A complete copy of the Merger Agreement will be included in the minute book of the Surviving Corporation on the Effective Date of the Merger.

ARTICLE 6 MISCELLANEOUS

(a) Amendment. Merger Sub and the Company may, by mutual consent, amend this Plan of Merger prior to the Effective Date; provided, however, that an amendment made subsequent to obtaining the requisite approval of this Plan of Merger by the shareholders of Merger Sub and the shareholders of the Company shall be subject to any restrictions contained in the Corporation Act. No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and signed by the requisite shareholders of Merger Sub and the shareholders of the Company.

(b) Termination. This Plan of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the Effective Date (whether before or after requisite approval of the Plan of Merger has been obtained from Merger Sub and the Company) upon mutual written consent of Merger Sub and the Company.

(c) Filing of the Merger Documents. After obtaining the requisite approvals required by the Corporation Act, the shareholders, directors and officers of the Company and the shareholders, directors, and officers of Merger Sub are hereby authorized and directed to cause Articles of Merger and all other required documents, if any, to be executed, filed and recorded and all other required action to be taken in order to consummate the Merger as of the Effective Date.

Appendix A

Amended and Restated Articles of Incorporation
(see attached)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HCE CORPORATION**

The undersigned, acting as President of HCE Corporation (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation, as approved by the Board of Directors and the shareholders of the Corporation in accordance with the Florida Business Corporation Act. The number of votes cast by the shareholders was sufficient for approval.

These Amended and Restated Articles amend and restate in their entirety the Corporation's Amended and Restated Articles of Incorporation, as filed with the Florida Department of State on March 3, 2003.

ARTICLE I - NAME/ADDRESS

The name of the Corporation is HCE Corporation. The street address of the principal office and mailing address of the Corporation is One Dole Drive, Westlake Village, California 91362.

ARTICLE II - DURATION

The Corporation shall exist perpetually.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is:

301 E. Pine Street
Suite 1400
Orlando, Florida 32801

The name of the registered agent of the Corporation at that address is:

Michael E. Neukamm

ARTICLE VI - BOARD OF DIRECTORS

A. The Corporation shall have two (2) directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the current directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
David A. DeLorenzo	One Dole Drive Westlake Village, CA 91362
C. Michael Carter	One Dole Drive Westlake Village, CA 91362

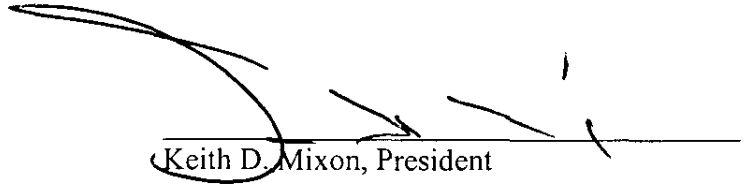
ARTICLE VII- BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated
Articles of Incorporation this 10th day of October, 2011.



Keith D. Mixon, President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

HCE CORPORATION

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505, *Florida Statutes*.



Michael E. Neukamm