Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 04/29/09
REQUEST NUMBER: 6529-0096
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 04/29/09 1501
EFFECTIVE DATE/TIME: 04/29/09 1630
CONTROL NUMBER: 0416995

TO:
B & B ENTERPRISES USA, LLC
14160 OLD HICKORY
BLVD.
ANTIOCH, TN 37013

BILL GARRETT, Davidson County
Trans:T20090028432 CHARTER
Recvd: 04/30/09 12:11 3 pgs
Fees:7.00 Taxes:0.00
20090430-0039350

RE:
B & B ENTERPRISES USA, LLC
OTHER DOCUMENT - LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: OTHER DOCUMENT - LIMITED LIABILITY COMPANY ON DATE: 04/29/09

	FEES	
RECEIVED:	$100.00	$0.00

TOTAL PAYMENT RECEIVED: $100.00

RECEIPT NUMBER: 00004585449
ACCOUNT NUMBER: 00359429

FROM:
CAMERON WORLEY, P.C/414 UNION STREET
414 UNION STREET
SUITE 1830
NASHVILLE, TN 37219-0000

SS-4458

Tre Hargett
TRE HARGETT
SECRETARY OF STATE

FILED
RECEIVED
STATE OF TENNESSEE
2009 APR 29 PM 3:01
TRE HARGETT
SECRETARY OF STATE

CERTIFICATE OF MERGER

B & B ENTERPRISES,
a Tennessee general partnership

WITH & INTO

B & B ENTERPRISES USA, LLC,
a Tennessee limited liability company

6529-0096

PURSUANT TO THE PROVISIONS of Tennessee Code Annotated §48-244-101, et seq., of the Tennessee Limited Liability Company Act, the undersigned entities hereby submit this Certificate of Merger and state as follows:

1. The names of the parties to the merger are **B & B Enterprises**, a general partnership formed under the laws of the State of Tennessee on or about October 25, 2000, and **B & B Enterprises USA, LLC**, a limited liability company formed under the laws of the State of Tennessee on November 13, 2001.

2. A Plan of Merger has been approved, adopted and executed by both parties to the merger.

3. The principal executive office of B & B Enterprises USA, LLC, which is the surviving entity in the merger, is located at 14160 Old Hickory Boulevard, Antioch, Tennessee 37013.

4. The surviving entity in the merger is B & B Enterprises USA, LLC, a Tennessee limited liability company.

5. The effective date of the merger shall be the date on which this Certificate of Merger is filed with the office of the Secretary of State of the State of Tennessee.

6. The executed Plan of Merger is on file at the principal place of business of B & B Enterprises USA, LLC, the surviving entity in the merger, the address of which is 14160 Old Hickory Boulevard, Antioch, Tennessee 37013.

7. A copy of the Plan of Merger will be furnished by B & B Enterprises USA, LLC, the surviving entity in the merger, upon request and without cost to any partner or member of the parties to the merger.

Dated this 29th day of April, 2009.

*RECEIVED
STATE OF TENNESSEE

2009 APR 29 PM 3:01

TRE HARGETT
SECRETARY OF STATE

B & B Enterprises,
a Tennessee general partnership

By: _____
Charles E. Brownlee, general partner

B & B Enterprises USA, LLC
a Tennessee limited liability company

By: _____
James H. Baker, member

9529.0057