

248674

NEW HOPE SUGAR COMPANY

316 ROYAL POINCIANA PLAZA
PALM BEACH, FLORIDA 33480

TELEPHONE: 561-655-6303

FAX: 561-659-9846

July 8, 1998

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

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-07/09/98--01061--001
*****87.50 *****87.50

RE: Merger of Florida Atlantic Land Corporation into
New Hope Sugar Company
Document Nos. 356100 and 248674

Dear Sir or Madam:

Please file the enclosed original Articles of Merger and Plan of Merger for the captioned Florida corporations and then return to me a certified copy of the same using the enclosed duplicate original. A self-addressed return envelope is enclosed for your convenience.

Also, enclosed is our check in the amount of \$87.50 representing payment of the \$35.00 filing fee and the \$52.50 certified copy fee.

Thank you for your anticipated cooperation in this matter. If you have any questions, please call me.

Sincerely,



Steven B. Hannan
Legal Assistant

Merger
7-16-98
CC

98 JUL -9 PM 3:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA ATLANTIC LAND CORPORATION, a Florida corporation, 356100

INTO

NEW HOPE SUGAR COMPANY, a Florida corporation, 248674

File date: July 9, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
AND
PLAN OF MERGER**

FILED
98 JUL -9 PM 3: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger and Plan of Merger are made and entered into this 7th day of July, 1998, by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations"):

1. Florida Atlantic Land Corporation, a Florida corporation (hereinafter sometimes referred to as the "Merged Corporation"); and
2. New Hope Sugar Company, a Florida corporation (hereinafter sometimes referred to as the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Board of Directors of each of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of the Constituent Corporations that they merge into a single corporation which shall not be a new corporation, but shall be New Hope Sugar Company, one of the Constituent Corporations, and its corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the Vice President and Secretary of each of the Constituent Corporations, in accordance with the provisions of the Florida Business Corporation Act, hereby execute these Articles of Merger and Plan of Merger for the purpose of complying with said Act.

1. This merger shall become effective on the date of filing these Articles of Merger and Plan of Merger in the office of the Florida Department of State.
2. The names of the corporations that are parties to the merger are as follows:
 - (a) Florida Atlantic Land Corporation, a Florida corporation.
 - (b) New Hope Sugar Company, a Florida corporation.
3. The surviving corporation shall be New Hope Sugar Company, a Florida corporation.
4. The undersigned hereby certify that these Articles of Merger and Plan of Merger were unanimously adopted by resolutions of the Board of Directors of each of the Constituent Corporations on April 1, 1998, and were approved by the sole shareholder of all of the issued and outstanding shares of the Constituent Corporations on the same date.

5. Because all of the issued and outstanding shares of each Constituent Corporation are owned by the same shareholder, upon the merger becoming effective, each issued and outstanding share of the Common Stock of the Merged Corporation shall be cancelled in exchange for no consideration, and shall no longer be deemed to be issued and outstanding, without any further action on the part of either Constituent Corporation or the sole shareholder thereof. The issued and outstanding shares of the Common Stock of the Surviving Corporation shall remain issued and outstanding.

6. The Bylaws of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

7. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

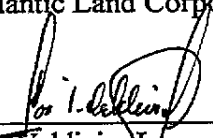
8. The officers and directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the officers and directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

9. Upon the merger becoming effective, as provided by the laws of the State of Florida, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of the Constituent Corporations, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

10. The Surviving Corporation shall, after the effective date of the merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation, and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired in any way by this merger.

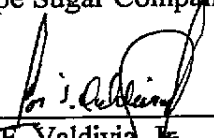
IN WITNESS WHEREOF, these Articles of Merger and Plan of Merger have been executed and acknowledged by the Vice President and Secretary of each of the Constituent Corporations as authorized and directed by their Board of Directors.

Florida Atlantic Land Corporation

By: 

José F. Valdivia, Jr.,
Vice President and Secretary

New Hope Sugar Company

By: 

José F. Valdivia, Jr.,
Vice President and Secretary