

248674

NEW HOPE SUGAR COMPANY

340 ROYAL POINCIANA WAY, SUITE 316
PALM BEACH, FLORIDA 33480

TELEPHONE: 561-655-6303

FILED

00 JAN 12 PM 3:22
FAX: 561-659-9846

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 11, 2000

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

VIA FEDERAL EXPRESS

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*****122.50 *****78.75

RE: Merger of New Hope South, Inc. into New Hope Sugar Company
Document Numbers L26290 and 248674

Dear Sir or Madam:

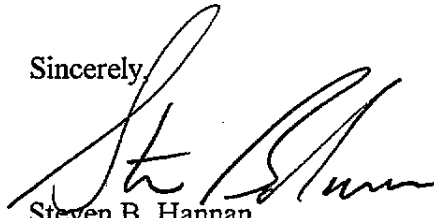
Please file the enclosed original Articles of Merger and Plan of Merger for the captioned Florida corporations and then return to me a certified copy of the same using the enclosed duplicate original. A self-addressed return envelope is enclosed for your convenience.

Also, enclosed is our check in the amount of \$122.50 representing payment of the \$70.00 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.

Merger
1-21-00
PBT

Sincerely,


Steven B. Hannan
Legal Assistant

cc: Armando A. Tabernilla

FILED

00 JAN 12 PM 3:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

NEW HOPE SOUTH, INC., a Florida corporation, L26290

INTO

NEW HOPE SUGAR COMPANY, a Florida entity, 248674

File date: January 12, 2000

Corporate Specialist: Doug Spitler

NEW HOPE SUGAR COMPANY
and
NEW HOPE SOUTH, INC.

FILED

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned Florida corporations adopt the following Articles of Merger, pursuant to which New Hope South, Inc., a Florida corporation (the "Merging Corporation"), shall be merged (the "Merger") with and into New Hope Sugar Company, a Florida corporation (the "Surviving Corporation"):

1. A copy of the Agreement and Plan of Merger, dated as of January 1, 2000, between the Merging Corporation and the Surviving Corporation (the "Plan of Merger") is attached hereto as Exhibit "A" and incorporated herein by reference.
2. The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.
3. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation and the Board of Directors of the Merging Corporation by written consents dated as of January 1, 2000, in the manner prescribed by the Florida Business Corporation Act.
4. Shareholder approval of the Merger was not required pursuant to Section 607.1104, Florida Statutes.

Dated as of January 1, 2000.

New Hope South, Inc.

New Hope Sugar Company

By: Armando A. Tabernilla
Armando A. Tabernilla,
Vice President

By: Donald W. Carson
Donald W. Carson,
Executive Vice President

**NEW HOPE SUGAR COMPANY
and
NEW HOPE SOUTH, INC.**

Agreement and Plan of Merger

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), is entered into between New Hope Sugar Company, a Florida corporation ("New Hope Sugar"), and New Hope South, Inc., a Florida corporation ("New Hope South").

RECITALS

WHEREAS, New Hope South has an aggregate authorized capital stock of 100,000 shares of Common Stock having a par value of \$1.00 per share ("New Hope South Common Stock"), of which 10,000 shares were issued and are now outstanding.

WHEREAS, New Hope Sugar has an aggregate authorized capital stock of 20,000 shares of Common Stock having no par value ("New Hope Sugar Common Stock"), of which 20,000 shares were issued and are now outstanding, and 2,000 shares of Preferred Stock, having no par value, of which no shares were issued.

WHEREAS, New Hope Sugar is the owner of all of the issued and outstanding shares of the New Hope South Common Stock.

WHEREAS, the respective Boards of Directors of New Hope South and New Hope Sugar believe that the best interests of New Hope South and New Hope Sugar and their respective shareholders will be served by the merger of New Hope South with and into New Hope Sugar under and pursuant to the provisions of this Agreement and the Florida Business Corporation Act.

AGREEMENT

NOW THEREFORE, in consideration of the foregoing recitals and of the mutual agreements contained in this Agreement, the parties hereto agree as follows.

1. **MERGER.** New Hope South shall be merged with and into its parent corporation, New Hope Sugar, pursuant to Section 607.1104, Florida Statutes (the "Merger").
2. **EFFECTIVE DATE.** The Merger shall become effective (the "Effective Date") immediately upon the filing of articles of merger with the Department of State of the State of Florida in accordance with the Florida Business Corporation Act.
3. **SURVIVING CORPORATION.** New Hope Sugar shall be the surviving corporation of the Merger. On the Effective Date, the separate corporate existence of New Hope South shall cease.

4. OUTSTANDING STOCK. On the Effective Date:

(a) Each issued and outstanding share of the New Hope Sugar Common Stock shall remain issued and outstanding and in all respects shall be unchanged; and

(b) Each issued and outstanding share of the New Hope South Common Stock shall be canceled 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 New Hope South, New Hope Sugar or the sole shareholders thereof.

5. TERMINATION. This Agreement may be terminated and abandoned by action of the respective Boards of Directors of New Hope South and New Hope Sugar at any time prior to the Effective Date.

6. AMENDMENT. The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date.

7. GOVERNING LAW. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

Dated as of January 1, 2000.

New Hope South, Inc.

New Hope Sugar Company

By: Armando A. Tabernilla
Armando A. Tabernilla,
Vice President

By: Donald W. Carson
Donald W. Carson,
Executive Vice President