

248674



ACCOUNT NO. : 072100000032

REFERENCE : 062209 4331109

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 122.50

FILED
01 MAR -2 PM 4: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 1, 2001

ORDER TIME : 2:28 PM

ORDER NO. : 062209-005

CUSTOMER NO: 4331109

CUSTOMER: Mr. Steve Hannan
Florida Crystals Corporation
Suite 316
340 Royal Poinciana Way
Palm Beach, FL 33480

900003796689--8

ARTICLES OF MERGER

WEST SIDE FARMS, INC.

INTO

NEW HOPE SUGAR COMPANY

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR -2 PM 3: 19
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX _____ CERTIFIED COPY (3)
- XX _____ GOOD STANDING (3)

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

merger-

S. PAYNE MAR 5 - 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

WEST SIDE FARMS, INC., a Florida corp., 374509

INTO

NEW HOPE SUGAR COMPANY, a Florida entity, 248674

File date: March 2, 2001

Corporate Specialist: Susan Payne

Account number: 072100000032

Amount charged: 122.50

**NEW HOPE SUGAR COMPANY
and
WEST SIDE FARMS, INC.**

FILED
01 MAR -2 PM 4: 04
SECRETARY 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 West Side Farms, 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 February 27, 2001, 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 February 27, 2001, 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 February 27, 2001.

West Side Farms, Inc.

New Hope Sugar Company

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

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

Exhibit A

**NEW HOPE SUGAR COMPANY
and
WEST SIDE FARMS, 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"), and West Side Farms, Inc., a Florida corporation ("West Side").

RECITALS

Whereas, West Side has an aggregate authorized capital stock of 300 shares of Common Stock having no par value ("West Side Common Stock"), of which 300 shares were issued and are now outstanding.

Whereas, New Hope has an aggregate authorized capital stock of 20,000 shares of Common Stock having no par value ("New Hope 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 is the owner of all of the issued and outstanding shares of the West Side Common Stock.

Whereas, the respective Boards of Directors of West Side and New Hope believe that the best interests of New Hope and West Side and their respective shareholders will be served by the merger of West Side with and into New Hope 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.** West Side shall be merged with and into its parent corporation, New Hope, 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 shall be the surviving corporation of the Merger. On the Effective Date, the separate corporate existence of West Side shall cease.
4. **OUTSTANDING STOCK.** On the Effective Date:

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


(b) Each issued and outstanding share of the West Side Common Stock shall be canceled.

8. 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 February 27, 2001.

West Side Farms, Inc.

New Hope Sugar Company

By: 

Armando A. Tabernilla,
Vice President

By: 

Donald W. Carson,
Executive Vice President