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CLERK OF STATE
TALLAHASSEE, FLORIDA

PS 10/26/05

FLORIDA CRYSTALS CORPORATION

ONE NORTH CLEMATIS STREET, SUITE 200
WEST PALM BEACH, FLORIDA 33401

TELEPHONE: 561-655-6303

FAX: 561-366-5180

October 19, 2005

VIA REGULAR U.S. MAIL

MAGGIE C. VINAJERAS
PHONE: 561-366-5138
FAX: 561-838-9243
E-MAIL: Maggie_Vinajeras@
floridacrystals.com

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger – **Torresdale Farms, Inc.** (document No. P00000105991)
Into **New Hope Sugar Company** (document No. 24867)

Dear Sir or Madam:

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

Also, enclosed is our check in the amount of \$78.75 representing payment of the \$70.00 filing fee and the \$8.75 certified copy fee.

Thank you for your attention to this matter. If you have any questions, please call me at 561-366-5138.

Sincerely,



Maggie C. Vinajeras
Paralegal

cc: Armando A. Tabernilla

NEW HOPE SUGAR COMPANY
and
TORRESDALE FARMS, INC.

Articles of Merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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 Torresdale 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 October 5, 2005, 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 October 5, 2005, 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 October 5, 2005

Torresdale Farms, Inc.

New Hope Sugar Company

By: 
Armando A. Tabernilla,
Vice President

By: 
Donald W. Carson,
Executive Vice President

NEW HOPE SUGAR COMPANY
and
TORRESDALE 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 Torresdale Farms, Inc., a Florida corporation ("Torresdale").

RECITALS

Whereas, Torresdale has an aggregate authorized capital stock of 1,000 shares of Common Stock having no par value ("Torresdale Common Stock"), of which 100 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 Torresdale Common Stock.

Whereas, the respective Boards of Directors of Torresdale and New Hope believe that the best interests of New Hope and Torresdale and their respective shareholders will be served by the merger of Torresdale 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.** Torresdale 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 Torresdale 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 Torresdale Common Stock shall be canceled.

5. 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.


IN WITNESS WHEREOF, the undersigned officers of Torresdale and New Hope have executed this Agreement and Plan of Merger pursuant to the authority vest in them by the Board of Directors of Torresdale and New Hope, respectively.

Dated as of October 5, 2005

Torresdale Farms, Inc.

New Hope Sugar Company

By: 
Armando A. Tabernilla,
Vice President

By: 
Donald W. Carson,
Executive Vice President