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Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Savino Del Bene U.s.A., Inc.

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Corporate Filing

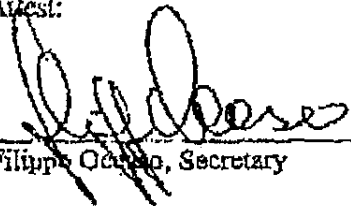
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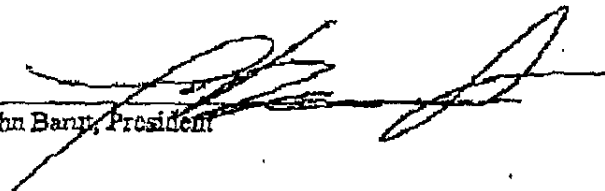


IN WITNESS WHEREOF, SDB Florida and SDB USA have caused this merger to be executed by their duly authorized officer as of the date first written above.

Attest:

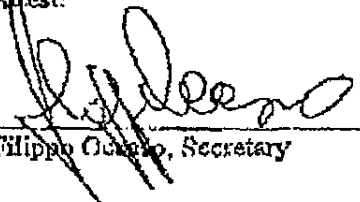
SAVINO DEL BENE (FLORIDA), INC.


  
\_\_\_\_\_  
Filippo Cecato, Secretary

By:   
\_\_\_\_\_  
John Barry, President

Attest:

SAVINO DEL BENE USA, INC.

  
\_\_\_\_\_  
Filippo Cecato, Secretary

By:   
\_\_\_\_\_  
Silvano Brandani, President

## AGREEMENT AND PLAN OF MERGER

This agreement and plan of merger (the "Agreement") is made on June 2, 2003 by and between Savino Del Bene (Florida), Inc. 8218 NW 14<sup>th</sup> Street, Miami, Florida 33126, a Florida Corporation (SDB Florida) and Savino Del Bene U.S.A., Inc. 149-10 183<sup>rd</sup> Street, Jamaica, New York 11413, a New York corporation ("SDB USA"), both corporations being sometimes collectively referred to hereinafter as the "Constituent Corporations.

### RECITALS

SDB Florida is authorized to have outstanding two hundred (200) shares of Common Stock, no par value per share ("SDB Florida Common Stock"), of which one hundred ten (110) shares are issued and outstanding, all of which issued and outstanding shares are owned by SDB USA.

SDB USA is authorized to have outstanding two hundred (200) shares of common stock, no par value per share ("SDB Common Stock"), of which one hundred (100) shares of SDB USA Common Stock are issued and outstanding, sixty-four (64) of which shares are owned by SDB Finanziaria S.A. ("FINANZIARIA"), a corporation organized and existing pursuant to the laws of Luxembourg, and thirty-six (36) of which are owned by Luxani Finance, S.A. ("LUXANT") a corporation organized and existing pursuant to the laws of Luxembourg. All of these shares will continue to be outstanding after the consummation of the merger.

The Boards of Directors of the Constituent Corporation have deemed it advisable for the mutual benefit of both corporations that SDB Florida be merged into SDB USA in accordance with the applicable provisions of the New York Business Corporation Law (The "Act").

NOW THEREFORE, in consideration of the mutual agreements herein contained and in accordance with the Act, the other laws of the State of New York, and the laws of Florida, the Constituent Corporation hereby agree that SDB Florida shall be merged into SDB USA upon the following terms and conditions:

1. **EFFECTIVE DATE.** The Effective date of the merger shall be the date that the Articles of Merger required under the laws of the state of Florida shall be filed with the Secretary of State of Florida herein after referred to as the "Effective Date"
2. **Merger/Survivor** As of the Effective Date, SDB Florida shall be merged into SDB USA and SDB USA shall be the surviving corporation (herein after sometimes referred to as the "Survivor").
3. **The name of the Survivor shall be "Savino Del Bene U.S.A., Inc."**

4. Certificate of Incorporation. The Certificate of Incorporation of SDB USA, the Survivor, shall continue in full force and effect with no amendments

5. Stated Capital. The aggregate amount of stated capital of SDB USA upon the Effective Date shall be equal to the stated capital of SDB USA allocable to the issued and outstanding shares of its stock owned by FINANZIARIA and LUXANI as of the Effective Date.

6. Bylaws. The Bylaws of SDB USA as such Bylaws exist on the Effective Date of the Merger shall remain and be the Bylaws of the Survivor.

7. Directors and Officers. The Directors and Officers of SDB USA as of the Effective Date of the Merger shall be the Directors and Officers of the Survivor and shall continue in office in accordance with the Bylaws of the Survivor.

8. Principal Office. The principal office of the Survivor shall be the principal office of SDB USA as of the Effective Date, which is 149-10 183<sup>rd</sup> Street, Jamaica, New York 11413.

9. Terms. The terms of the merger, the method of effectuating such terms, and the manner and basis of making distribution to the shareholders of the Constituent Corporations in exchange for or upon conversion of the outstanding shares of the Constituent Corporation shall be as follows:

a. Each share of SDB USA Common Stock issued and outstanding on the Effective Date shall continue to be outstanding and shall be deemed to be one share of Common Stock of the Survivor ("Survivor Common Stock").

b. Each share of SDB Florida Common Stock issued and outstanding on the Effective Date shall be cancelled.

10. Effect of Merger. Upon the Effective Date, the Survivor shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, as well of a public as of a private nature, of the Constituent Corporations and all property, real, personal and mixed, and all debt due on whatever account and all other choses in action, and all and every other interest, of or belonging to or due to each Constituent Corporation, shall be taken and transferred to and vested in the Survivor without further act or deed, and the title to any real estate, or any interests therein, vested in any of such corporations shall not revert or be in any way impaired by reason of such merger. The Survivor shall thenceforth be responsible and liable for all liabilities, obligations, and penalties, including liability to dissenting shareholders, of each Constituent Corporation and any claim existing or action or proceeding, civil or criminal, pending by or against any Constituent Corporation may be prosecuted as if such merger had not taken place, or the Survivor may be substituted in its place; and any judgment rendered against any Constituent Corporation may be enforced against the Survivor. Neither the rights of creditors nor any liens upon the property of any Constituent Corporation shall be impaired by the merger.

11. Approvals. SDB USA owns 100 percent of the issued and outstanding shares of each class of stock of SDB Florida and the merger contemplated by this Agreement shall be consummated in accordance with Sections 902, 903, 904, 905 and 907 of the Act. In accordance with Section 902 and 903, this Agreement and the merger contemplated hereby have been approved by the Boards of Directors of both Constituent Corporations.

12. Certificates of Merger. In accordance with Section 905 of the Act, the Constituent Corporations shall execute a Certificate of Merger in the form attached hereto as Exhibit A, which Certificate of Merger shall be filed with the Secretary of the State of New York on the Effective Date as provided in Paragraph 1 hereof. The Articles of Merger in the form attached hereto as Exhibit B required under the laws of the State of Florida shall be executed and filed in accordance with such laws of the Effective Date.

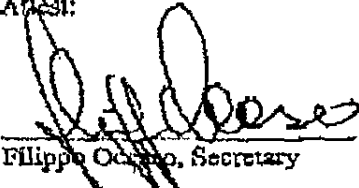
13. Abandonment. The rights and obligations of the Constituent Corporations under this Agreement may be terminated and the merger abandoned prior to the filing of the Certificate of Merger in the office of the Secretary of the State of New York by the Board of Directors of either of the Constituent Corporations. In the event of termination by either or both Constituent Corporations, notice shall be given to the other Constituent Corporation, and the Board of Directors so terminating may direct its officers not to file the Certificate of Merger as required by the laws of the State of New York.

14. Amendment. This Agreement may be amended at any time prior to the Effective Date with the approval of the Boards of Directors of the Constituent Corporations.

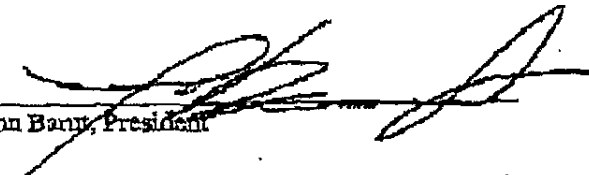
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IN WITNESS WHEREOF, SDB Florida and SDB USA have caused this Agreement to be executed by their duly authorized officer as of the date first written above.

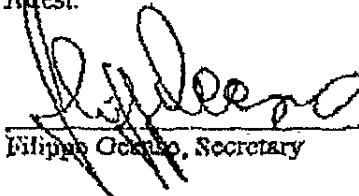
Attest:

  
\_\_\_\_\_  
Filippo Occhipinti, Secretary

SAVINO DEL BENE (FLORIDA), INC.

By:   
\_\_\_\_\_  
John Banti, President

Attest:

  
\_\_\_\_\_  
Filippo Occhipinti, Secretary

SAVINO DEL BENE USA, INC.

By:   
\_\_\_\_\_  
Silvano Brandani, President