248674

NEW HOPE SUGAR COMPANY

340 ROYAL POINCIANA WAY, SUITE 316

PALM BEACH, FLORIDA 33480

TELEPHONE: 561-655-6303 FAX: 561-659-9846

December 17, 1998

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

VIA FEDERAL EXPRESS

000002716020--9
-12/18/98--01067--012
****122.50 *****78.75

RE: Merger of Flo-Sun Land Corporation into
New Hope Sugar Company
Document Numbers 356167 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**.

Sincerely,

Steven B. Hannan
Legal Assistant

FILED
98 DEC 18 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
1-4-98
cc

cc: Armando A. Tabernilla

11/30/98 2:41 pm sbh M:\WPFILES\LETTERS\DIVCORP4.SBH

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLO-SUN LAND CORPORATION, a Florida corporation, 356167

INTO

NEW HOPE SUGAR COMPANY, a Florida corporation, 248674

File date: December 18, 1998

Corporate Specialist: Cheryl Coulliette

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ARTICLES OF MERGER
OF
FLO-SUN LAND CORPORATION
INTO
NEW HOPE SUGAR COMPANY

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 Flo-Sun Land Corporation, 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 November 20, 1998, 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 sole shareholder and Board of Directors of each of the Merging Corporation and the Surviving Corporation by written consents effective November 16, 1998, in the manner prescribed by the Florida Business Corporation Act.

In witness whereof, these Articles of Merger have been executed as of the 20th day of November, 1998.

Flo-Sun Land Corporation

By: _____
Name: José F. Valdivia, Jr.
Title: Vice President

New Hope Sugar Company

By: _____
Name: Donald W. Carson
Title: Executive Vice President

Exhibit A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated November 20, 1998 (the "Agreement"), is entered into between Flo-Sun Land Corporation, a Florida corporation ("Flo-Sun"), and New Hope Sugar Company, a Florida corporation ("New Hope").

RECITALS

A. Flo-Sun has an aggregate authorized capital stock of 4,000,000 shares of Common Stock, par value of $0.50 per share ("Flo-Sun Common Stock"), of which 100 shares were issued and are now outstanding.

B. 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 100 shares were issued and are now outstanding, and 2,000 shares of Preferred Stock, having no par value, of which no shares are issued and outstanding.

C. Flo-Sun is the owner of all of the issued and outstanding shares of New Hope Common Stock.

D. The respective Boards of Directors of Flo-Sun and New Hope believe that the best interests of Flo-Sun and New Hope and their respective shareholders will be served by the merger of Flo-Sun with New Hope under and pursuant to the provisions of this Agreement and the Florida Business Corporation Act.

AGREEMENT

In consideration of the Recitals and of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. MERGER. Flo-Sun shall be merged with and into New Hope (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 Flo-Sun shall cease.

4. OUTSTANDING STOCK. On the Effective Date:

(a) Each issued and outstanding share of Flo-Sun Common Stock shall be deemed for all purposes to evidence ownership of and to represent an equal number of shares of the New Hope Common Stock; and

(b) Each issued and outstanding share of New Hope 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 Flo-Sun, New Hope or the sole shareholders thereof.

5. TERMINATION. This Agreement may be terminated and abandoned by action of the respective Boards of Directors of Flo-Sun and New Hope 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.

In witness whereof, each party hereto, pursuant to authority duly granted by their respective Board of Directors, has caused this Agreement and Plan of Merger to be executed by an authorized officer.

Flo-Sun Land Corporation

By: _____

Name: José F. Valdivia, Jr.

Title: Vice President

New Hope Sugar Company

By: _____

Name: Donald W. Carson

Title: Executive Vice President