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Roberto J. Ortiz
Jesus Cabarcos, Jr., Esq.

March 13, 2002

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

Re: Articles of Merger/Plan of Merger
La Manzanillera Fruit Proceesing, Inc.(surviving entity)
El Triunfo, L.L.C.

Dear Sir or Madam:

Enclosed herein, please find for filing the Articles of Merger and Plan of Merger.

I have also enclosed a check in the amount of \$68.75, which includes payment for the filing fees and a certified copy. Please mail the certified copy to the address on our letterhead.

Should you require any additional information or documentation, please do not hesitate to contact me at (305) 461-9500. Until then, I remain,

Sincerely yours,



Susana Rice Roque, Esq.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**LA MANZANILLERA FRUIT PROCESSING, INC.
NOTICE OF SPECIAL MEETING**

TO: ALL SHAREHOLDERS of LA MANZANILLERA
FRUIT PROCESSING, INC.
(ALIMENTOS EL JARDIN, S.A.)
(LUIS AREVALO; ENRIQUE AREVALO; GLORIA
AREVALO; ROSIO AREVALO; ORLANDO
AREVALO; ALCIRA AREVALO)

FROM: Board of Directors of LA MANZANILLERA FRUIT
PROCESSING, INC.

DATE: February 1, 2002

I, the undersigned, do hereby constitute a majority of the Directors of the above named Corporation, and pursuant to Florida law, I hereby provide the following notice:

NOTICE is hereby given that a special meeting will be held at the date, time, and place as listed below.

DATE: March 6, 2002
HOOR: 8:30 a.m.
PLACE: 536 Biltmore Way, Coral Gables, Florida 33134 (can be through
telephonic communication at (305) 461-9500)

PURPOSE: To consider the plan of merger, copy or summary enclosed herein. If the plan of merger is effected, dissenting shareholders may be entitled to be paid the fair value of their shares. (F.S. ss. 607.1301, 607.1302, and 607.1320 enclosed herein).

Unless the Statutes, the Articles of Incorporation, or the Board of Directors requires a greater vote by classes, the plan of merger to be authorized shall be approved by each class entitled to vote on the plan by a majority of all the votes entitled to be cast on the plan by that class.

Date: February 1, 2002



ENRIQUE AREVALO, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT AND CORPORATE RESOLUTION

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Lucila Arevalo, who, after being duly sworn under oath, deposes and says:

- 1) That she is a Manager/Member of the Board of Directors of EL TRIUNFO, L.L.C, a Florida Limited Liability Company, (herein referred to as the "Company").
- 2) That a duly noticed Special Meeting of the Directors and Members of the company (at which a quorum of the Directors and a quorum of the Members were both present) was held on this 6th day of March, 2002, at 8:30 a.m., and at said meeting, the following Resolution was unanimously adopted, to wit:

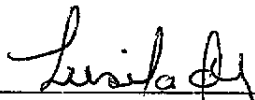
RESOLVED:

That the Board of Directors adopted the Plan of Merger between El Triunfo, L.L.C and La Manzanillera Fruit Processing, Inc., and recommended that all owners entitled to vote on such plan approve same. All shareholders or members entitled to vote approved same.

FURTHER AFFIANT SAYETH NOT.



Susana Rice
My Commission CC858797
Expires July 27, 2003



Lucila Arevalo, Manager/Member

Sworn to and subscribed before me this 6th day of March, 2002, by Lucilla Arevalo, who is personally known to me.

My commission Expires:



Notary Public, State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>La Manzanillera Fruit Processing, Inc</u> <u>13091 N.W. 32 Court, Bay 6</u> <u>Opalocka, FL 33054</u>	<u>Florida</u>	<u>Inc.</u>
Florida Document/Registration Number: <u>522286</u>		FEI Number: <u>59-1708957</u>
2. <u>El Triunfo, L.L.C.</u> <u>13091 N.W. 32 Court, Bay 6</u> <u>Opalocka, FL 33054</u>	<u>Florida</u>	<u>L.L.C.</u>
Florida Document/Registration Number: <u>L01000004789</u>		FEI Number: <u>65-1090</u>
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
La Manzanillera Fruit Processing, Inc. 13091 N.W. 32 Court, Bay 6 Opalocka, FL 33054	Florida	Inc.

Florida Document/Registration Number: 522286 FEI Number: 59-1708957

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity
La Manzanillera Fruit
Processing, Inc.

Signature(s) _____

Typed or Printed Name of Individual

Enrique Arevalo, President

El Triunfo, L.L.C.

* Levi

Lucila Arevalo *President*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
La Manzanillera Fruit Processing, Inc.	Florida
El Triunfo, L.L.C.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
La Manzanillera Fruit Processing, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

The surviving corporation shall continue to operate and be managed as it was immediately prior to the merger.

The Articles of Incorporation of the surviving corporation that were in effect immediately prior to the merger shall continue to operate as the Articles of Incorporation of the surviving corporation immediately subsequent to the merger.

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(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

All membership shares of El Triunfo, L.L.C. shall be sold to La Manzanillera Fruit Processing, Inc. in accordance with 1% of each member's total share of capital contributions, as defined with their Articles of Organization.

All current shareholders of La Manzanillera Fruit Processing, Inc., (the surviving corporation) whose shares were outstanding immediately prior to the effective date of the merger shall continue to hold the same number of shares with identical rights and limitations, immediately after the merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

All rights to acquire interests, shares, and any and all interests in the surviving company shall belong to those shareholders of La Manzanillera Fruit Processing, Inc. who held shares immediately prior to the effective date of the merger, which such rights shall be in the same percentages as their respective ownership interest.

All obligations and interests whatsoever in El Triunfo, L.L.C. shall hereafter belong to the merging company.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual
Florida Document/Registration Number

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER
Merger Sheet

MERGING:

EL TRIUNFO, L.L.C., a Florida entity, L01000004789

INTO

LA MANZANILLERA FRUIT PROCESSING, INC., a Florida entity, 522286

File date: March 21, 2002

Corporate Specialist: Tammi Cline