

607463

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOMELAND ENTERPRISES, N.V., a Delaware corporation, not qualified in
Florida

0

INTO

HOMELAND ENTERPRISES, INC., a Florida corporation, 607463

File date: September 5, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50



THE UNITED STATES
CORPORATION
COMPANY

607463

ACCOUNT NO. : 072100000032

REFERENCE : 519575 7121163

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pajito

ORDER DATE : September 5, 1997

ORDER TIME : 10:52 AM

ORDER NO. : 519575-005

CUSTOMER NO: 7121163

600002286126--8

CUSTOMER: Amy Semel, Esq
Aleida Ors Waldman, P.a.
440 S. Andrews Avenue

Fort Lauderdale, FL 33301

ARTICLES OF MERGER

HOMELAND ENTERPRISES, N.V.

INTO

HOMELAND ENTERPRISES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

[Handwritten signature]

FILED
97 SEP -5 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
SEP 5 1997
CORPORATION

ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), HOMELAND ENTERPRISES, INC., a Florida corporation, and HOMELAND ENTERPRISES, N.V., a Delaware corporation, adopt the following Articles of Merger.

1. The Plan of Merger between HOMELAND ENTERPRISES, INC. and HOMELAND ENTERPRISES, N.V. which is attached hereto as Exhibit "A" and incorporated herein by reference was approved and adopted by the Shareholders and Board of Directors of HOMELAND ENTERPRISES, INC. on August 11, 1997, and by the Shareholders and Board of Directors of HOMELAND ENTERPRISES, N.V. on August 11, 1997.
2. Pursuant to the Plan of Merger all issued and outstanding shares of HOMELAND ENTERPRISES, N.V.'s stock will be cancelled, with the stock of HOMELAND ENTERPRISES, INC. being the surviving stock of the merged corporation.
3. Pursuant to Section 607.1105(1) (b) of the Act, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles with the Secretary of State of Florida.
4. It is the intention of the parties that for accounting purposes, the Merger shall be effective as of _____, 1997.

IN WITNESS WHEREOF the parties have set their hands and seals this _____ day of August 15, 1997.

HOMELAND ENTERPRISES, INC.
a Florida corporation

By: [Signature]
Name: Jack Oriol C.
Its: President

HOMELAND ENTERPRISES, N.V.
a Delaware corporation

By: [Signature]
Name: Jack Oriol C.
Its: President

PLAN OF MERGER

ARTICLE 1 MERGER

HOMELAND ENTERPRISES, N.V., a Delaware corporation, with its principal office located c/o 9 East Lockerman St., Dover, Delaware, shall be merged with and into **HOMELAND ENTERPRISES, INC.**, a Florida corporation, with its principal office located at 790 East Broward Boulevard, Ste. 200, Ft. Lauderdale, FL 33301.

ARTICLE 2 SURVIVING CORPORATION

HOMELAND ENTERPRISES, INC. shall be the surviving corporation in the merger (the "Merger") of **HOMELAND ENTERPRISES, N.V.** with and into **HOMELAND ENTERPRISES, INC.**, and **HOMELAND ENTERPRISES, INC.**'s name shall remain "**HOMELAND ENTERPRISES, INC.**" The time when Merger becomes effective is herein referred to as either the "Effective Time of Merger," or the "Effective Time."

ARTICLE 3 ARTICLES OF INCORPORATION

The Articles of Incorporation of **HOMELAND ENTERPRISES, INC.** in effect immediately prior to the Effective Time of Merger shall remain unchanged and shall continue to be the Articles of Incorporation of **HOMELAND ENTERPRISES, INC.** until amended in the manner provided by the Florida Statutes Chapter 607 (the "Act").

ARTICLE 4 BYLAWS

The Bylaws of **HOMELAND ENTERPRISES, INC.** in effect immediately prior to the Effective Time of Merger shall continue to be the Bylaws of **HOMELAND ENTERPRISES, INC.** after the Merger until amended or repeated in the manner provided by those Bylaws and the Act.

FILED
97 SEP -5 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 5
CONVERSION OF SHARES

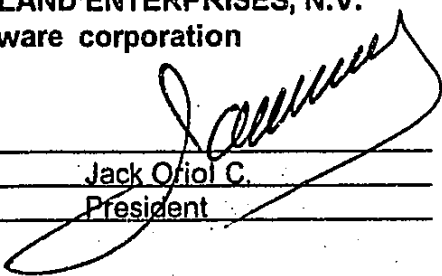
The shares of common stock of HOMELAND ENTERPRISES, N.V. that are issued and outstanding immediately prior to the Effective Time of the Merger (the "Outstanding Common Shares"), by virtue of the Merger and without further action on the part of their holders, shall be cancelled and cease to exist at the Effective Time of Merger. The surviving corporation, HOMELAND ENTERPRISES, INC. shall have the same number of issued and outstanding shares it had immediately prior to the Effective Time of the Merger, and CERVANTES, N.V., a Netherland Antilles Corporation, shall remain the sole stock holder of all of the issued and outstanding shares of stock of the surviving entity.

ARTICLE 6
EFFECTIVE DATE OF MERGER

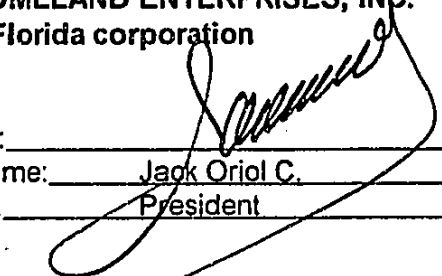
The Merger shall become effective upon the filing by the Secretary of State of Florida of the Articles of Merger.

IN WITNESS WHEREOF the parties have executed this Agreement this 15 day of August, 1997.

HOMELAND ENTERPRISES, N.V.
a Delaware corporation

By: 
Name: Jack Oriol C.
Its: President

HOMELAND ENTERPRISES, INC.
a Florida corporation

By: 
Name: Jack Oriol C.
Its: President

**CERTIFICATE OF APPROVAL
OF
PLAN OF MERGER**

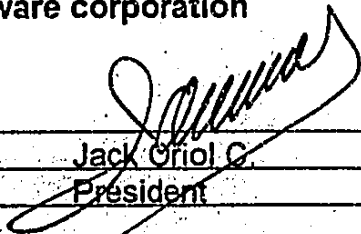
JACK ORIOL C. certifies that:

1. I am the President of **HOMELAND ENTERPRISES, N.V.**, a Delaware corporation ("Corporation").
2. The Plan of Merger in the form attached hereto was duly approved by the Board of Director/s and shareholder/s of the Corporation.
3. The shareholders approval was given by the holders of 100% of the outstanding shares of the Corporation.
4. There is one (1) class of shares and the number of outstanding shares is 1,500 all with no par value.

We further declare under penalty of perjury under the laws of the State of Florida that the matters set forth in this certification are true and correct of our own knowledge.

DATE: August 11, 1997.

**HOMELAND, N.V.,
a Delaware corporation**

By: 
Name: Jack Oriol C.
Its: President