



THE UNITED STATES
CORPORATION
COMPANY

607463

FILED
98 MAY 21 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 827402 7121163
AUTHORIZATION : *Patricia Pizut*
COST LIMIT : \$ 70.00

ORDER DATE : May 21, 1998

ORDER TIME : 9:53 AM

ORDER NO. : 827402-005

CUSTOMER NO: 7121163

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

Fort Lauderdale, FL 33301

RECEIVED
98 MAY 21 AM 10:48
DEPARTMENT OF STATE
OFFICE OF CORPORATE
AFFAIRS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SUNNY LAKES, INC.

INTO

HOMELAND ENTERPRISES, INC.

000002531370--1

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

CC

Merger

5-21-98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SUNNY LAKES, INC., a Florida corporation, K62909

INTO

HOMELAND ENTERPRISES, INC., a Florida corporation, 607463.

File date: May 21, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

FILED
98 MAY 21 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The Plan of Merger between **HOMELAND ENTERPRISES, INC.**, and **SUNNY LAKES, INC.**, 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 February 1, 1998, and by the Shareholders and Board of Directors of **SUNNY LAKES, INC.**, on February 1, 1998.
2. Pursuant to the Plan of Merger all issued and outstanding shares of **SUNNY LAKES, INC.**'s stock will be canceled, 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.

IN WITNESS WHEREOF the parties have set their hands and seals this 8th day of May, 1998.

HOMELAND ENTERPRISES, INC.
a Florida corporation

By: _____
Name: Jack Oriol C.
Its: President

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SUNNY LAKES, INC.
a Florida corporation

By: _____
Name: Jack Oriol C.
Its: President

PLAN OF MERGER

ARTICLE 1 *MERGER*

SUNNY LAKES, INC., a Florida corporation, with its principal office located 700 SE Third Avenue, Third Floor, Ft. Lauderdale, FL 33316, 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 SUNNY LAKES, INC., 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.

ARTICLE 5
CONVERSION OF SHARES

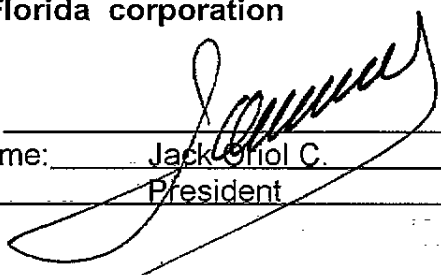
The shares of common stock of SUNNY LAKES, INC., that are issued and outstanding immediately prior to the Effective Time of the Merger (the "Outstanding Common Shares") , by virtue of the Merger and without further action on the part of their holders, shall be canceled and cease to exist at the Effective 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 8th
day of May, 1998.

SUNNY LAKES, INC.
a Florida corporation

By: 
Name: Jack Oriol C.
Its: President

HOMELAND ENTERPRISES, INC.
a Florida corporation

By: 
Name: Jack Oriol C.
Its: President

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MERGER AGREEMENT

This Agreement entered on May 8, 1998, by and between HOMELAND ENTERPRISES, INC., a Florida corporation, and SUNNY LAKES, INC., a Florida corporation.

STATES THAT:

A. The parties to this Agreement, acting on behalf of the aforementioned corporations, have been empowered to sign this Merger Agreement whereby SUNNY LAKES, INC., merges into the corporation named HOMELAND ENTERPRISES, by means of resolutions of the Board of Directors of both corporations in their respective meetings.

B. The Board of Directors of SUNNY LAKES, and HOMELAND ENTERPRISES, INC., have deemed this Merger Agreement convenient and necessary for the purpose of obtaining a greater administrative and economy efficiency in the administration of the individual assets.

C. WHEREAS, SUNNY LAKES, INC., was incorporated in the State of Florida on July 25, 1997, Charter No. 2777308 and has an authorized capital stock consisting of 1,500 shares of Common Stocks all with no par value of which 1,500 shares are issued and are now outstanding.

D. WHEREAS, Homeland Enterprises, was incorporated in the State of Florida on Jan. 22, 1979, Charter No. 607463 and has an authorized capital stock consisting of 1,000 shares of Common Stock all with \$1.00 par value of which 1,000 shares are issued and are now outstanding.

E. WHEREAS, the Board of Directors of Homeland Enterprises, and SUNNY LAKES, INC., respectively, deem it advisable and generally to the advantage of the two corporations and their respective shareholders that Homeland Enterprises, merge with SUNNY LAKES, INC., pursuant to the provisions of the General Corporation Law of the State of Florida, and that Homeland Enterprises, Inc., shall survive said merger.

NOW THEREFORE, in consideration of the premises and of the mutual agreements herein contained, it is hereby agreed by and between the parties hereto:

FIRST. Action of Stockholders of Homeland Enterprises, Inc. On or before February 1, 1998, the stockholders of SUNNY LAKES, INC., shall adopt this Plan in accordance with the General Corporation laws of the State of Florida.

SECOND. Action of Stockholders of SUNNY LAKES, INC. On or before February 1, 1998, the stockholders of SUNNY LAKES, INC., shall approve this Plan in accordance with the General Corporation laws of the State of Florida.

THIRD: SUNNY LAKES, is absorbed by HOMELAND ENTERPRISES, resulting in the latter as the firm name.

FOURTH: All the assets and rights, be they real, personal, or mixed, of which the merging corporations be owners and all the debts which may be payable in any respect, shall belong to HOMELAND ENTERPRISES, INC., or payable to it. Therefore, HOMELAND ENTERPRISES, INC., will be vested with all the rights, privileges, powers, and franchises, be it of a public or private nature, which SUNNY LAKES, INC., owned. All debts payable to SUNNY LAKES, INC., be it by the subscribers or by other things in relation to or belonging to SUNNY LAKES, INC., will be the responsibility of HOMELAND ENTERPRISES, INC., and all the assets, rights, and privileges, powers, and franchises, and any other interest of SUNNY LAKES, INC., will be hereon the property of HOMELAND ENTERPRISES, INC.

FIFTH: The merger that is herein proposed shall be effective once the Agreement has been signed, acknowledged and filed with the State of Florida.

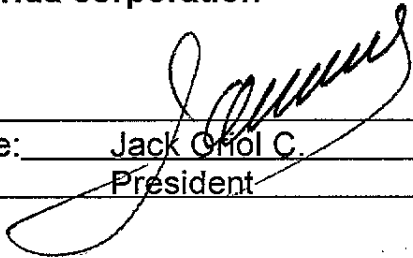
SIXTH: Once the Merger Agreement has been filed in the Office of the Secretary of State for the State of Florida, it shall be deemed effective, and SUNNY LAKES, INC., shall cease to exist.

SEVENTH: By virtue of this Agreement, the corporate charter of HOMELAND ENTERPRISES, INC., will remain in the same manner as it appears in the records of the Secretary of State of the State of Florida.

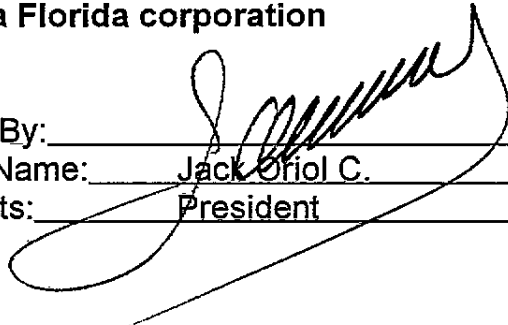
EIGHTH: The shares of common stock of SUNNY LAKES, INC., that are issued and outstanding immediately prior to the Effective Time as defined in the Plan of Merger of the Merger (the "Outstanding Common Shares"), by virtue of the Merger and without further action on the part of their holders, shall be canceled 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, which is the sole shareholder prior to the merger, shall remain the sole stock holder of all of the issued and outstanding shares of stock of the surviving entity.

IN WITNESS WHEREOF, the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this merger agreement to be executed in their corporate names by their respective offices and attested to by each party thereof on the date first written above.

HOMELAND ENTERPRISES, INC.,
a Florida corporation

By: 
Name: Jack Oriol C.
Its: President

SUNNY LAKES, INC.,
a Florida corporation

By: 
Name: Jack Oriol C.
Its: President

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**CERTIFICATE OF APPROVAL
OF
PLAN OF MERGER**

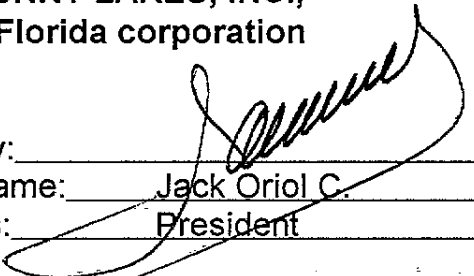
JACK ORIOL C. certifies that:

1. I am the President of **SUNNY LAKES, INC.**, a Florida corporation ("Corporation").
2. The Plan of Merger in the form attached hereto was duly approved by the Board of Directors and shareholder/s of the Corporation.
3. The shareholder/s approval was given by the holder/s of 100% of the outstanding shares of the Corporation.
4. There is one (1) class of shares and the number of outstanding shares is 1,000 at \$1.00 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: May 8th, 1998.

SUNNY LAKES, INC.,
a Florida corporation

By: 
Name: Jack Oriol C.
Its: President

**CONSENT IN LIEU OF SPECIAL MEETING OF
THE STOCKHOLDERS AND BOARD OF DIRECTORS OF
SUNNY LAKES, INC.**

The undersigned, being the sole stockholder and members of the board of directors of **SUNNY LAKES, INC.** (hereinafter referred to as the "Corporation"), a corporation organized and existing under the laws of the State of Florida, pursuant to Florida Statute Section 607.0704 and 607.0821, respectively, does hereby consent to the following actions and adopt the following resolutions:

RESOLVED, that the following persons are hereby elected to be members of the board of directors of the Corporation to serve as such until the next annual meeting of the stockholders of this Corporation and until the election and qualification of their respective successors:

Jack Oriol C.

Alberto Oriol C.

RESOLVED, that the following persons are elected to the offices set opposite their respective names, to hold such offices until the first meeting of the directors of the Corporation following the next annual meeting of the stockholders of the Corporation and until the election and qualification of their respective successors:

Jack Oriol C., President

Alberto Oriol C., Vice President

Joaquin Oriol Torrento, Secretary

Alejandrina Oriol Mujica, Assistant Secretary

RESOLVED, that the directors of **SUNNY LAKES, INC.**, as well as all shareholders of **SUNNY LAKES, INC.**, have approved and consented to the Plan of Merger attached hereto as Exhibit "A" and that no further action is required by either the Director or the shareholders of the Corporation in order to effectuate the merger.

RESOLVED, that acts of the officers and directors of the Corporation taken by the officers and directors on behalf of the Corporation over the preceding year, which acts for one reason or another have not been submitted to the directors or stockholders of the Corporation for approval at such time, are hereby ratified, confirmed and approved.

RESOLVED, that the proper officers of the Corporation are authorized in their efforts to take such further action as may be necessary or appropriate to consummate the transactions contemplated by the foregoing resolutions; and to incur such expenses, execute and deliver such documents, under seal or otherwise, as may be necessary or appropriate.

RESOLVED, the officers and directors of the Corporation are authorized, empowered and directed to do any and all of the things in its name and behalf which they may deem necessary or advisable in order to carry out the purposes and

intentions of the Plan of Merger. They shall be held harmless by the Corporation for any action under this Plan of Merger taken in good faith, and any expense or liability incurred by them shall be that of the Corporation.

Dated as of the 8th day of May, 1998.

Shareholder:

Cervantes, N.V.
a Netherlands Antilles corporation

By: _____
Name: _____
Its: _____

Directors:
SUNNY LAKES, INC.,
a Florida Corporation

Jack Oriol C.

Albert Oriol C.

Joaquin Oriol Torrento