



607463

ACCOUNT NO. : 072100000032  
REFERENCE : 254601 7121163  
AUTHORIZATION : *Patricia Pujat*  
COST LIMIT : \$ ~~122.50~~ 78.75

ORDER DATE : May 26, 1999

ORDER TIME : 2:58 PM

ORDER NO. : 254601-005

CUSTOMER NO: 7121163

200002887832-8

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

Fort Lauderdale, FL 33301

ARTICLES OF MERGER

ARIZON ENTERPRISES, INC.

INTO

HOMELAND ENTERPRISES, INC.

FILED  
99 MAY 26 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY - -  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

*mar*  
*bbg*

RECEIVED  
99 MAY 25 PM 3:29  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ARIZON ENTERPRISES, INC., a Delaware corporation not authorized to  
transact business in Florida

,

INTO

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

File date: May 26, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

## ARTICLES OF MERGER

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

99 MAY 20 PM 4:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The Plan of Merger between **HOMELAND ENTERPRISES, INC.** and **ARIZON ENTERPRISES, 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 April 6, 199<sup>9</sup>, and by the Shareholders and Board of Directors of **ARIZON ENTERPRISES, INC.** on April 6, 199<sup>9</sup>.
2. Pursuant to the Plan of Merger all issued and outstanding shares of **ARIZON ENTERPRISES, 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.
4. It is the intention of the parties that for accounting purposes, the Merger shall be effective as of April 30, 1999.

IN WITNESS WHEREOF the parties have set their hands and seals this 30 day of April, 1999.

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

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

**ARIZON ENTERPRISES, INC.**  
a Delaware corporation

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

## **EXHIBIT "A"**

### **PLAN OF MERGER**

#### **ARTICLE 1** *MERGER*

**ARIZON ENTERPRISES, INC.**, a Delaware corporation, with its principal office located at (Poba International) #1-20155 P.O. Box 02-5255 Miami, Florida 33102-5255, 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 **ARIZON ENTERPRISES, 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 ARIZON ENTERPRISES, 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**

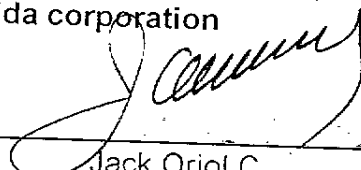
The Merger shall become effective upon the filing by the Secretary of State of Florida of the Articles of Merger.

IN WITNESS WHEREOF the parties have executed this Agreement this 30 day of April, 1999.

ARIZON ENTERPRISES, INC.,  
a Delaware corporation

By:   
Name: Jack Oriol C.  
Its: President

HOMELAND ENTERPRISES, INC.,  
a Florida corporation

By:   
Name: Jack Oriol C.  
Its: President

## **MERGER AGREEMENT**

This Agreement entered on April 30, 1999, by and between HOMELAND ENTERPRISES, INC., a Florida corporation, and ARIZON ENTERPRISES, INC., a Delaware 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 ARIZON ENTERPRISES, INC. merges into the corporation named HOMELAND ENTERPRISES, INC. by means of resolutions of the Board of Directors of both corporations in their respective meetings.

B. The Board of Directors of ARIZON ENTERPRISES, INC. 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, ARIZON ENTERPRISES, INC., was incorporated in the State of Delaware on December 5, 1986, Charter No. 1034639 and has an authorized capital stock consisting of 3,000 shares of Common Stocks all with no par value of which 3,000 shares are issued and are now outstanding.

D. WHEREAS, Homeland Enterprises, Inc. 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, Inc. and ARIZON ENTERPRISES, INC., respectively, deem it advisable and generally to the advantage of the two corporations and their respective shareholders that Homeland Enterprises, Inc. merge with ARIZON ENTERPRISES, INC., pursuant to the provisions of the General Corporation Law of the State of Delaware and 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 April 6, 1999, the stockholders of HOMELAND ENTERPRISES, INC. shall

adopt this Plan in accordance with the General Corporation laws of the State of Florida.

SECOND. Action of Stockholders of ARIZON ENTERPRISES, INC. On or before April 6, 1999, the stockholders of ARIZON ENTERPRISES, INC. shall approve this Plan in accordance with the General Corporation laws of the State of Delaware.

THIRD: ARIZON ENTERPRISES, INC. is absorbed by HOMELAND ENTERPRISES, INC. 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 the ARIZON ENTERPRISES, INC., owned. All debts payable to ARIZON ENTERPRISES, INC., be it by the subscribers or by other things in relation to or belonging to ARIZON ENTERPRISES, INC., will be the responsibility of HOMELAND ENTERPRISES, INC., and all the assets, rights, and privileges, powers, and franchises, and any other interest of ARIZON ENTERPRISES, 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 Delaware.

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

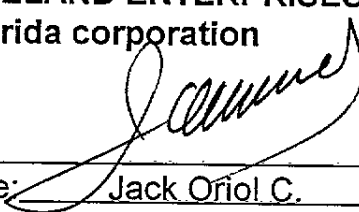
SEVENTH: By virtue of this Agreement, the corporate charter of HOMELAND ENTERPRISES, INC. will remain in the same manner as it appears in the records of the Secretary of State of the State of Florida.

EIGHTH: The shares of common stock of ARIZON ENTERPRISES, 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

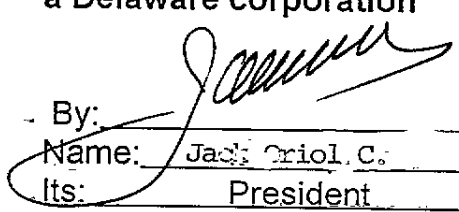
shareholder prior to the merger, and shall remain the sole stock holder of all of the issued and outstanding shares of stock of the surviving entity.

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

**ARIZON ENTERPRISES, INC.**  
a Delaware corporation

By:   
Name: Jack Oriol C.  
Its: President



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**ARTICLE 5**  
**CONVERSION OF SHARES**

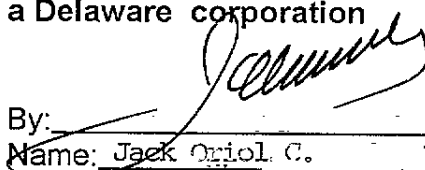
The shares of common stock of ARIZON ENTERPRISES, INC. that are issued and outstanding immediately prior to the Effective Time of the Merger (the "Outstanding Common Shares") , by virtue of the Merger and without further action on the part of their holders, shall be canceled and cease to exist at the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

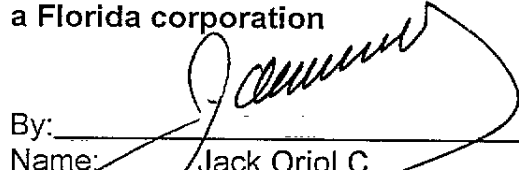
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**IN WITNESS WHEREOF** the parties have executed this Agreement this 30 day of April, 1999.

**ARIZON ENTERPRISES, INC.,**  
a Delaware corporation

By:   
Name: Jack Oriol C.  
Its: President

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

By:   
Name: Jack Oriol C.  
Its: President