

613691

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TAYLOR'S MEAT PACKING AND HIDE, INC., a Florida corporation, document
number J23797

INTO

WRIGHT'S CATTLE FARM, INC., a Florida corporation, 613691.

File date: March 5, 1997

Corporate Specialist: Karen Gibson

613691

FILED
9TH MAR - 5 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

500002104515--3
-03/05/97--01028--001
*****70.00 *****70.00

SUBJECT: PLAN OF MERGER & ARTICLES OF MERGER OF
WRIGHT'S CATTLE FARMS, INC. &
TAYLOR MEAT PACKING & HIDES, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
MERGER & PLAN OF MERGER AND OUR CHECK FOR \$ 70.00.

FROM:

TOM WILLIAMS
280 COPORATE WAY
ORANGE PARK, FLORIDA 32073
(904) 278-5566

Merges
OK
2/12

FILED
97 MAR -5 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Plan of Merger
§

ARTICLES OF MERGER

This Agreement is made this 30th day of September 1998, by and between Taylor Meat Packing & Hides, Inc. a Florida Corporation and Wright's Cattle Farms, Inc. a Florida Corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that TAYLOR MEAT PACKING & HIDES, INC, a Florida Corporation, ("the disappearing corporation") be merged into WRIGHT'S CATTLE FARM, INC ("the surviving corporation") under the laws of pursuant to the provision of Section 607.214 of the Florida General Corporation Act.

NOW THEREFORE, in consideration of the premises and of the mutual agreement herein contained the Constituent Corporations have agree, and do hereby agree, to merge upon the terms and conditions below stated.

AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree the disappearing corporation shall be merged into the surviving corporation.

NAME OF THE SURVIVING CORPORATION

2. The name of the surviving corporation shall be WRIGHT'S CATTLE FARM, INC.

PLACE OF OFFICE OF SURVIVING CORPORATION

3. The place in Florida where the principal office of the surviving corporation is to be located at 280 Corporate Way,
Orange Park, FL
Clay County.

PURPOSE OF SURVIVING CORPORATION

4. The purposes of the surviving corporation is to engage in any lawful act or activity for which a Professional Association may be formed under Chapter 607 of the Florida General Corporation Act of the laws of Florida.

AUTHORIZED SHARES OF SURVIVING CORPORATION

5. The present number of shares of TAYLOR MEAT PACKING & HIDES, INC, a Florida Corporation, the disappearing corporation, is authorized to issue is one thousand hundred (~~1000~~) shares of one (\$1.00) dollar par common stock of which one hundred (100) shares are now issued and outstanding. The present number of share which Wright's Cattle Farms, Inc, a Florida Corporation, the surviving corporation, is authorized to issue is ten thousand (10,000) shares of one (\$1.00) dollar par common stock, of which one thousand (~~1000~~) shares are now issued and outstanding.

FIRST OFFICERS AND DIRECTORS

6. The first directors of the surviving corporation shall be S.A. WRIGHT, and EVELYN T. WRIGHT and shall serve until the next annual election of directors unless removed sooner at a duly called meeting of shareholders. The first officers of the surviving corporation shall be S.A. WRIGHT, as President and EVELYN T. WRIGHT, as Vice-President and Secretary.

NAME AND RESIDENT AGENT OF CORPORATION

7. EVELYN T. WRIGHT, 3385 Clyrd 315, Green Cove Springs, Florida 32043, Clay County, in which the principal office of the surviving corporation is located, shall be, and hereby is appointed as the person on whom process, tax notices and demands against WRIGHT'S CATTLE FARMS, INC, or any of said Constituent Corporations, may be served.

MODE OF EFFECTING MERGE

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

The shareholder of the disappearing corporation shall surrender his certificate of certificates to the surviving corporation during the period beginning on 9/30/96 (being the effective date of this Agreement), and ending before 10/1/96. Upon surrender to the surviving corporation of the respective certificates for the outstanding shares of the disappearing corporation, there shall be issued to the respective holder hereof, in substitution therefore, one thousand (1,000) shares of the surviving corporation, for the one hundred (100) shares of the outstanding shares of the disappearing corporation.

REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF
SURVIVING CORPORATION: POOLING OF INTEREST: RETIREMENT PLAN

9. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

ARTICLES OF INCORPORATION

10. The Articles of Incorporation of WRIGHT'S CATTLE FARM, INC. shall continue to be the Articles of the surviving corporation, until, amended as provided by law.

BY-LAWS

11. The By-laws of WRIGHT'S CATTLE FARM, INC., shall be the By-laws of the surviving corporation.

RIGHT OF CORPORATION TO REPURCHASE ITS SHARES

12. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholders and the shareholders desiring to sell such shares to the corporation.

EFFECTIVE DATE OF AGREEMENT

13. This agreement shall become effective as of 10/1/96. The term "effective date," wherever used in the Agreement, shall mean the effective date herein described.

DIRECTORS' RIGHT TO ABANDON MERGER

14. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

AUTHORIZATION OF MERGER

15. The plan of merger was adopted by the Board of Directors, and unanimously adopted by the shareholders of the Constituent Corporations, on 9/30/96.

EXECUTION

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

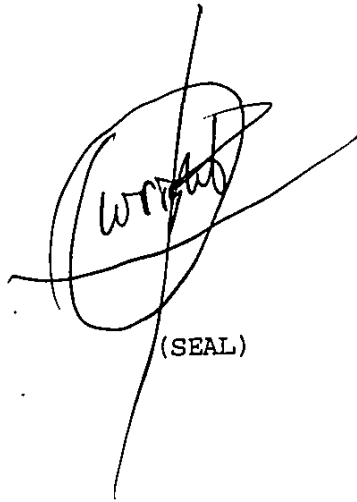
wrights cattle Farms, Inc.
_____, INCORPORATED

By: X. S. A. Wright

President

ATTESTED:

By: J. A. Willis


(SEAL)

By: X. Evelyn + Wright

President

ATTEST

By: J. A. Willis



CERTIFICATE

I, S.A. Wright, President and Secretary of
WRIGHT'S CATTLE FARM, INC., do hereby certify:

1. That pursuant to the provisions of Chapter 607.214 the
Florida General Corporate Act, all of the Directors of WRIGHT'S
CATTLE FARM, INC. consented in writing on 9/30/96 to
the adoption of the foregoing Article of Merger.

2. That pursuant to the provisions of Chapter 607.214 the
Florida General Corporate Act, all of the stockholders of Wright's Cattle Farms,
INC., consented in writing on 9/30/96 to the adoption
of the foregoing Article of Merger and authorized the President
and Secretary of WRIGHT'S CATTLE FARM, INC. to execute said
Agreement on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 30
day of Sept, 1996.

Wright's Cattle Farms, INCORPORATED

By: S.A. Wright

President

ATTESTED:

By: Ernest T. Wright

Secretary

CERTIFICATE

I, Evelyn T. Wright, President and Secretary of TAYLOR MEAT PACKING & HIDES, INC. do hereby certify:

1. That pursuant to the provisions of Section 607.214 of the Florida General Corporate Act, all of the Directors of TAYLOR MEAT PACKING & HIDES, INC. consented in writing to the adoption of the foregoing Article of Merger.

2. That Pursuant to the provisions of Section 607.214 of the Florida General Corporate Act, all of the stockholders of TAYLOR MEAT PACKING & HIDES, INC. consented in writing to the adoption of the foregoing Article of Merger and authorized the President and Secretary of TAYLOR MEAT PACKING & HIDES, INC. to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of Sept, 1996.

Taylor Meat Packing & Hides INC

By: Evelyn T. Wright

President

ATTESTED:

By: Evelyn T. Wright

Secretary

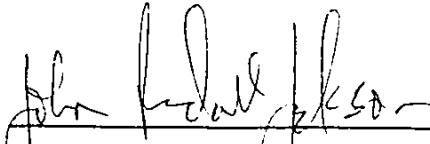
9/30/96

ACKNOWLEDGEMENTS

STATE OF FLORIDA
COUNTY OF CLAY

I HEREBY CERTIFY that on November 18, 1996, before me an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared S. A. Wright, as President and JOELYN WRIGHT as Secretary of WRIGHT'S CHALK CO., Inc., a Florida corporation, and acknowledged before me that she executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 18 day of NOVEMBER, 1996.



Notary of Public
My Commission Expires:



OFFICIAL SEAL
John Randall Jackson
My Commission Expires
April 18, 1997
Comm. No. CC 277126

Statement of Merger Under Regulation Section 1.368-3

Transferor: TAYLOR MEAT PACKING & HIDES, INC

Transferee: WRIGHTS CATTLE FARMS, INC.

The following is a summary of the assets received and liabilities assumed by the transferee in the merger of TAYLOR MEAT PACKING & HIDES, INC into WRIGHT'S CATTLE FARMS, INC.

Assets: 84843

Liabilities: 136248

Net Value assigned to stock :100

The assets and liabilities of TAYLOR MEAT PACKING & HIDES, INC. were merged, with the surviving corporation being WRIGHT'S CATTLE FARM, INC. In exchange for the net value above, 100 shares of common stock of WRIGHT'S CATTLE FARM, INC. were issued.

The business purpose of the merger was to consolidate the operations of two similar types of business.

Under the penalties of perjury, I declare that I have examined the above facts concerning the merger of TAYLOR MEAT PACKING & HIDES, INC. AND WRIGHT'S CATTLE FARM, INC. and to the best of my knowledge and belief, they are true, correct and complete.

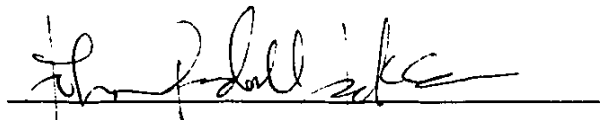
J. S. Wright
President

ACKNOWLEDGEMENTS

STATE OF FLORIDA
COUNTY OF CLAY

I HEREBY CERTIFY that on September 20, 1996, before me an officer fully authorized to take oaths under the laws of the State of Florida, personally appeared S. A. Wright, as President and Shirley Wright as Secretary of Wright's Cattle Farm, Inc., a Florida corporation, and acknowledged before me that she executed these Articles of Merger.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of September, 1996.



Notary of Public
My Commission Expires:



My Commission Expires:

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

WRIGHT'S CATTLE FARM, INC.

I, EVELYN T. WRIGHT, HAVING BEEN NAMED AS THE REGISTERED AGENT FOR THE ABOVE STATED CORPORATION, HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT, AND AGREE TO ACT IN THIS CAPACITY.

Evelyn T. Wright
EVELYN T. WRIGHT

3/8/97

FILED
97 MAR -5 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

617589

March 17, 1997

300002117283--5
-03/19/97--01001--001
****180.00 ****180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: S.L. WORKMAN-
FLORIDA, INC.

DEBIT MEMO: # 2097-A

CHECK #: 193