

CAPITAL CONNECTION INC.

417 E. Virginia Street, Suite 1 Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 224-1222

667746

FILED
02 JAN -7 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

Bountiful Lands, Inc

Art of Inc. File Merge
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
☒ Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File 102
UCC 11 Search 17602
UCC 11 Retrieval _____
Courier _____

RECEIVED
02 JAN -3 AM 11:45
DIVISION OF CORPORATION

X00489, 00524, 00672

Signature _____

Requested by: LW

Name _____

Date 1/3

Time 9:02

Walk-In _____

Will Pick Up _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FORNIMENTO, INC., a Florida corporation S75128

INTO

BOUNTIFUL LANDS, INC., a Florida entity, 667746.

File date: January 7, 2002

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED
02 JAN -7 PM 3:02
DIVISION OF CORPORATION

January 3, 2002

Capital Connection, Inc.
417 E. Virginia St.
Suite 1
Tallahassee, FL 32301

SUBJECT: BOUNTIFUL LANDS, INC.
Ref. Number: 667746

We have received your document for BOUNTIFUL LANDS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct page 2 of the plan or merger (paragraph E) "Amended and Restated Articles of Incorporation of Florida BLI, Inc. and put Bountiful Lands, Inc. unless you are changing the name.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 602A00000344

Corrected

02 JAN -7 PM 4:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The Plan of Merger (the "Plan") evidenced by these Articles of Merger has been adopted by the boards of directors of each of BOUNTIFUL LANDS, INC. ("BLI"), and FORNIMENTO, INC. ("Fornimento") (collectively, the "Corporations") both Florida corporations, pursuant to §607.1101 of the Florida Business Corporation Act (the "Act"); unanimously approved by the shareholders of BOUNTIFUL LANDS, INC., pursuant to §607.1103 of the Act by action without meeting pursuant to §607.0704 of the Act on December 27, 2001; and, unanimously approved by the shareholders of FORNIMENTO, INC., pursuant to §607.1103 of the Act by action without meeting pursuant to §607.0704 of the Act on December 27, 2001.

PLAN OF MERGER

- I. CORPORATIONS TO BE MERGED: Bountiful Lands, Inc., and Fornimento, Inc.
- II. SURVIVING CORPORATION: Bountiful Lands, Inc.
- III. TERMS OF MERGER.

A. All assets of Fornimento will be transferred to BLI, including without limitation all rights to any uncollected account or mortgage receivable, all legal and beneficial interest in any real and personal property and all cash currently in each of Fornimento's bank accounts.

B. All liabilities and obligations of Fornimento shall be assumed by the Surviving Corporation.

C. Each outstanding share of the common stock of BLI shall be converted to 7.729 shares common stock of BLI.

D. Each outstanding share of the common stock of Fornimento shall be converted to 2.271 shares common stock of BLI.

E. The Articles of Incorporation of BOUNTIFUL LANDS, INC., shall be amended and restated in connection with this Merger as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BOUNTIFUL LANDS, INC.

Bountiful Lands, Inc., following its merger with Fornimento, Inc., with the consent and joinder of the shareholder of Fornimento, Inc., for the purpose of amending and restating the Articles of Incorporation pursuant to the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I.
Name and Address

The name of the Corporation shall be BOUNTIFUL LANDS, INC. and its mailing address is 101 East Stuart Avenue, Lake Wales, Florida 33853.

ARTICLE II.
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III.
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV.
Capital Stock

The authorized capital stock of the Corporation shall be 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V.
Board of Directors

Section 1.. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2.. The Board of Directors of the Corporation shall consist of three Directors, whose names and addresses are:

John P. Fazzini
101 East Stuart Avenue
Lake Wales, Florida 33853

Maria S. Fazzini
101 East Stuart Avenue
Lake Wales, Florida 33853

John L. Mann
P.O. Box 2435
Lakeland, Florida 33806

Section 3. The number of Directors at any time shall be determined as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI.
Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §§607.0205 and 607.0206 *Florida Statutes* following the filing of these Amended and Restated Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII.
Cumulative Voting and Preemptive Rights

No Shareholder shall be entitled to any preemptive rights with regard to the issuance of additional shares of the Corporation. Shareholders shall not be entitled to cumulate their votes for directors.

ARTICLE VIII.
Amendments

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE IX.
Registered Office and Agent

Section 1. The street address of the registered office of the Corporation shall be 105 South Florida Avenue, Lakeland, Florida 33801.

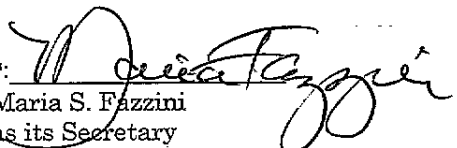
Section 2. The name and address of the registered agent of the Corporation located at said address shall be JOHN L. MANN, 105 South Florida Avenue, Lakeland, Florida 33801.

IV. EFFECTIVE DATE OF MERGER:
12:00 midnight.

This merger shall be effective on December 31, 2001 at

EXECUTED ON December 27, 2001 by BLI and its directors.

ATTEST:

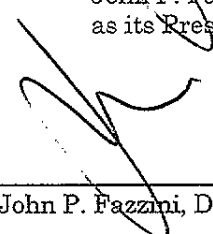

Maria S. Fazzini
as its Secretary

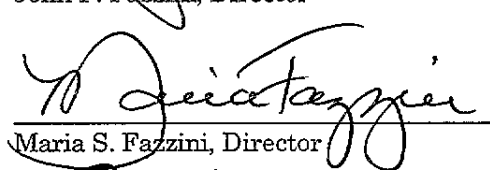
(corporate seal)

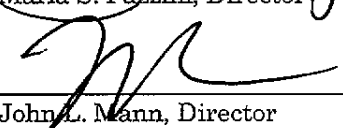
BOUNTIFUL LANDS, INC.

BY:


John P. Fazzini
as its President


John P. Fazzini, Director


Maria S. Fazzini, Director


John L. Mann, Director

EXECUTED ON December 27, 2001, by Fornimento and its directors.

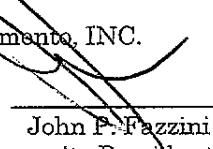
ATTEST:

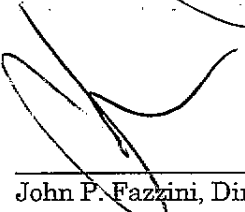

Maria S. Fazzini
as its Secretary

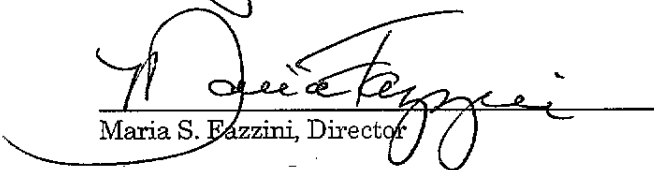
(corporate seal)

Fornimento, INC.

BY:


John P. Fazzini
as its President


John P. Fazzini, Director


Maria S. Fazzini, Director

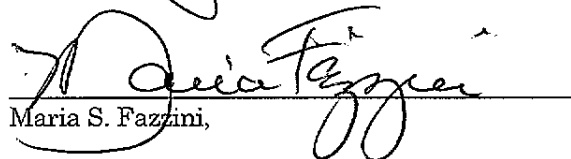
ACTION OF SHAREHOLDERS OF
BOUNTIFUL LANDS, INC.
WITHOUT A MEETING PURSUANT TO
§607.0704 FLORIDA STATUTES

The undersigned, being all of the shareholders of Bountiful Lands, Inc., a Florida corporation, hereby consent to and adopt the foregoing Plan of Merger between Bountiful Lands, Inc., and Fornimento, Inc. The undersigned hereby authorize and direct the officers of the corporation to file the Articles of Mergers required by §607.1105 Florida Statutes with the Secretary of State of the State of Florida. The undersigned further joins in and consents to the Amendment and Restatement of the Articles of Incorporation as set forth in the foregoing Plan of Merger.

DATED: December 27, 2001.



John P. Fazzini,

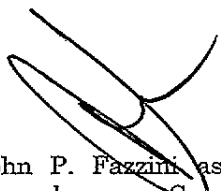


Maria S. Fazzini,

ACTION OF SHAREHOLDERS OF
FORNIMENTO, INC.
WITHOUT A MEETING PURSUANT TO
§607.0704 FLORIDA STATUTES

The undersigned, being all of the shareholders of Fornimento, Inc., a Florida corporation, hereby consent to and adopt the foregoing Plan of Merger between Bountiful Lands, Inc., and Fornimento, Inc. The undersigned hereby authorize and direct the officers of the corporation to file the Articles of Merger required by §607.1105 Florida Statutes with the Secretary of State of the State of Florida. The undersigned further consent to and join in the Amended and Restated Articles of Incorporation as set forth in the foregoing Plan of Merger.

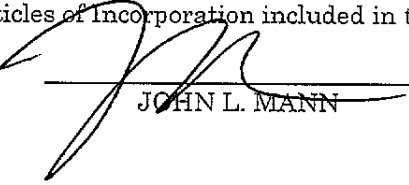
DATED: December 27, 2001.



John P. Fazzini as Trustee of the Manuel
Strausburger Grandchildren's Trust sole
shareholder

ACCEPTANCE

I hereby accept appointment to act as Registered Agent for BOUNTIFUL LANDS, INC., as stated in the Amended and Restated Articles of Incorporation included in these Article of Merger.



JOHN L. MANN

PLAN AND AGREEMENT OF MERGER

This Plan of Merger has been adopted by BOUNTIFUL LANDS, INC. ("BLI") and FORNIMENTO, INC. ("Fornimento") (collectively, the "Corporations"), both Florida corporations.

BACKGROUND

BLI was incorporated on April 16, 1980. BLI is capitalized with 1,000 authorized shares each having a par value of \$1.00, of which 1000 have been issued and are outstanding. The BLI shareholders of BLI are John P. Fazzini and Maria S. Fazzini (the "BLI Shareholders"), who own 1,000 shares of the issued and outstanding shares of stock of BLI. JOHN P. FAZZINI, MARIA S. FAZZINI and JOHN L. MANN are all of the directors of BLI.

Fornimento was incorporated on August 22, 1991, and capitalized with 1,000 authorized shares each having a par value of \$1.00, of which 1,000 have been issued and are outstanding. The shareholders of Fornimento is JOHN P. FAZZINI, as Trustee of the Manuel Strausbugar Grandchildren's Trust dated April 8, 1991 (the "Fornimento Shareholder"). JOHN P. FAZZINI, and MARIA S. FAZZINI are all of the directors of Fornimento.

This Plan of Merger has been adopted by the Directors of BLI and approved by the BLI Shareholders as evidenced by the execution of this Plan at the end hereof.

This Plan of Merger has been adopted by the Board of Directors of Fornimento and approved by the Fornimento Shareholder as evidenced by the execution of this Plan at the end hereof.

AGREEMENT OF MERGER

Bountiful Lands, Inc., and Fornimento Inc., hereby agree to merge pursuant to the provisions of FLORIDA BUSINESS CORPORATIONS ACT, Chapter 607, *Florida Statutes (2001)*, as amended, in accordance with the Plan of Merger hereinafter contained.

PLAN OF MERGER

- I. CORPORATIONS TO BE MERGED: Bountiful Lands, Inc., and Fornimento, Inc.
- II. SURVIVING CORPORATION: Bountiful Lands, Inc.
- III. TERMS OF MERGER.

A. All assets of Fornimento will be transferred to BLI, including without limitation all rights to any uncollected account or mortgage receivable, all legal and beneficial interest in any real and personal property and all cash currently in each of Fornimento's bank accounts.

B. All liabilities and obligations of Fornimento shall be assumed by the Surviving Corporation.

C. Each outstanding share of the common stock of BLI shall be converted to 7.729 shares common stock of BLI.

D. Each outstanding share of the common stock of Fornimento shall be converted to 2.271 shares common stock of BLI.

E. The Articles of Incorporation of BOUNTIFUL LANDS, INC., shall be amended and restated in connection with this Merger as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

BOUNTIFUL LANDS, INC.

Bountiful Lands, Inc., following its merger with Fornimento, Inc., with the consent and joinder of the shareholder of Fornimento, Inc., for the purpose of amending and restating the Articles of Incorporation pursuant to the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I.
Name and Address

The name of the Corporation shall be BOUNTIFUL LANDS, INC. and its mailing address is 101 East Stuart Avenue, Lake Wales, Florida 33853.

ARTICLE II.
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III.
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV.
Capital Stock

The authorized capital stock of the Corporation shall be 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V.
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2.. The Board of Directors of the Corporation shall consist of three Directors, whose names and addresses are:

John P. Fazzini
101 East Stuart Avenue
Lake Wales, Florida 33853

Maria S. Fazzini
101 East Stuart Avenue
Lake Wales, Florida 33853

John L. Mann
P.O. Box 2435
Lakeland, Florida 33806

Section 3. The number of Directors at any time shall be determined as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI. Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §§607.0205 and 607.0206 *Florida Statutes* following the filing of these Amended and Restated Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII. Cumulative Voting and Preemptive Rights

No Shareholder shall be entitled to any preemptive rights with regard to the issuance of additional shares of the Corporation. Shareholders shall not be entitled to cumulate their votes for directors.

ARTICLE VIII. Amendments

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

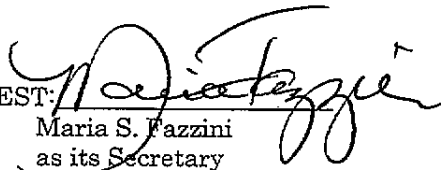
ARTICLE IX. Registered Office and Agent

Section 1. The street address of the registered office of the Corporation shall be 105 South Florida Avenue, Lakeland, Florida 33801.

Section 2. The name and address of the registered agent of the Corporation located at said address shall be JOHN L. MANN, 105 South Florida Avenue, Lakeland, Florida 33801.

EXECUTED ON December 27, 2001 by BLI and its directors.

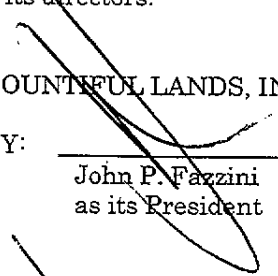
ATTEST:

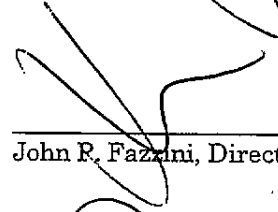

Maria S. Fazzini
as its Secretary

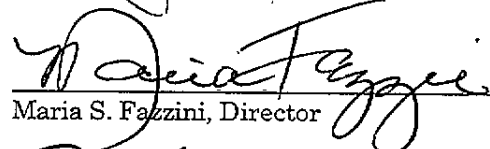
(corporate seal)

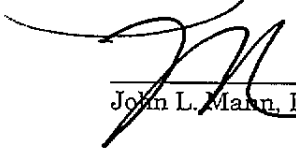
BOUNTEFUL LANDS, INC.

BY:


John P. Fazzini
as its President

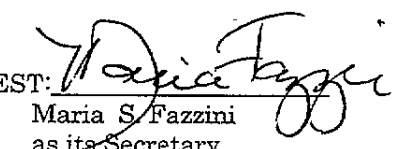

John R. Fazzini, Director


Maria S. Fazzini, Director


John L. Mann, Director

EXECUTED ON December 27, 2001, by Fornimento and its directors.

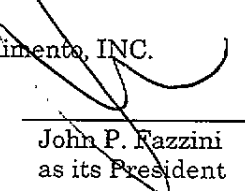
ATTEST:


Maria S. Fazzini
as its Secretary

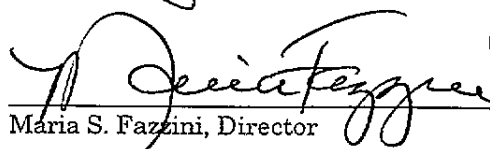
(corporate seal)

Fornimento, INC.

BY:


John P. Fazzini
as its President

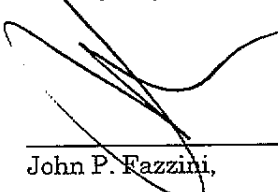

John P. Fazzini, Director

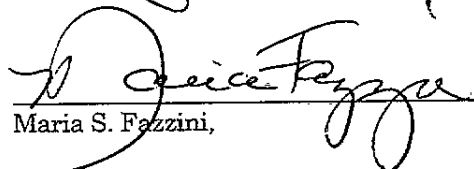

Maria S. Fazzini, Director

ACTION OF SHAREHOLDERS OF
BOUNTIFUL LANDS, INC.
WITHOUT A MEETING PURSUANT TO
§607.0704 FLORIDA STATUTES

The undersigned, being all of the shareholders of Bountiful Lands, Inc., a Florida corporation, hereby consent to and adopt the foregoing Plan of Merger between Bountiful Lands, Inc., and Fornimento, Inc. The undersigned hereby authorize and direct the officers of the corporation to file the Articles of Mergers required by §607.1105 Florida Statutes with the Secretary of State of the State of Florida. The undersigned further joins in and consents to the Amendment and Restatement of the Articles of Incorporation as set forth in the foregoing Plan of Merger.

DATED: December 27, 2001.



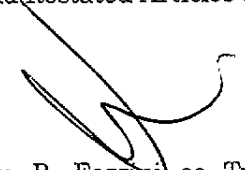
John P. Fazzini,

Maria S. Fazzini,

ACTION OF SHAREHOLDERS OF
FORNIMENTO, INC.
WITHOUT A MEETING PURSUANT TO
§607.0704 FLORIDA STATUTES

The undersigned, being all of the shareholders of Fornimento, Inc., a Florida corporation, hereby consent to and adopt the foregoing Plan of Merger between Bountiful Lands, Inc., and Fornimento, Inc. The undersigned hereby authorize and direct the officers of the corporation to file the Articles of Merger required by §607.1105 Florida Statutes with the Secretary of State of the State of Florida. The undersigned further consent to and join in the Amended and Restated Articles of Incorporation as set forth in the foregoing Plan of Merger.

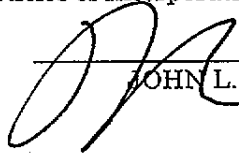
DATED: December 27, 2001.



John P. Fazzini as Trustee of the Manuel
Strausburger Grandchildren's Trust sole
shareholder

ACCEPTANCE

I hereby accept appointment to act as Registered Agent for BOUNTIFUL LANDS, INC.,
as stated in these Amended and Restated Articles of Incorporation.



JOHN L. MANN

FILED
02 JAN -7 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA