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(Requestor's Name)

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(City/State/Zip/Phone #)

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☐ MAIL

(Business Entity Name)

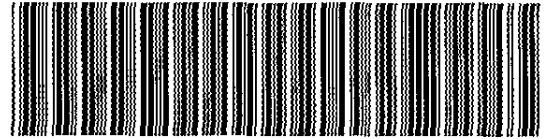
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10/01/03--01031--020 **170.00

FILED
03 SEP 25 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9/29/03

Merger
Sp

FORTSON, BENTLEY AND GRIFFIN, P.A.

UPSHAW C. BENTLEY, JR.
J. EDWARD ALLEN (GA & TN)
ROBERT N. ELKINS (GA & FL)
ELBERT N. WHITMIRE, III, C. P. A.
G. MARCUS HODGE (GA & SC)
MICHAEL C. DANIEL
DAVID K. LINDER
ROY E. MANOLL, III
JODY JENKINS CORY
WALTER W. HAYS, JR.
KELLY C. HOLLOWAY
MICHAEL J. MCCLEARY
KIM E. HOLT
RICHARD G. DOUGLASS

ATTORNEYS AT LAW
P. O. BOX 1744
440 COLLEGE AVENUE NORTH, SUITE 220
ATHENS, GEORGIA 30603-1744

(706) 548-1151
LITIGATION TELECOPIER (706) 548-8113
REAL ESTATE TELECOPIER (706) 548-8267
CORPORATE/TAX TELECOPIER (706) 548-4151
EMAIL ADDRESS: FBGLAW@FBGLAW.COM

JOHN E. GRIFFIN
(1923-2002)
HERBERT T. HUTTO
(1933-1998)

RETIRED
EDWIN B. FORTSON
W. H. KIMBROUGH, JR.

OF COUNSEL
RICHARD L. FORD
IN ASSOCIATION WITH
BENTON, PRESTON AND MALCOM, P.C.
110-112 COURT SQUARE
MONROE, GA 30655
(770) 267-2503
TELECOPIER (770) 267-3596

September 29, 2003

VIA FEDERAL EXPRESS

Ms. Susan Payne
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

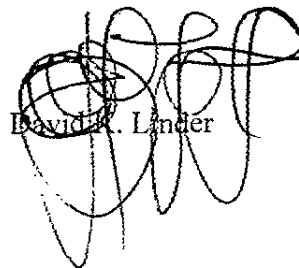
RE: **TDI FOODS, a Georgia corporation**
Additional Merger Fees

Dear Ms. Payne:

Enclosed is our check in the amount of \$170.00 payable to the Department of State for the additional filing and copy fees for the above referenced merger. Your assistance with this matter is greatly appreciated.

Please return all correspondence concerning this matter to David K. Linder, Fortson, Bentley and Griffin, P.A., P.O. Box 1744, Athens, Georgia 30603-1744. If you require additional information, please contact David K. Linder at (706) 548-1151.

Yours very truly,
FORTSON, BENTLEY AND GRIFFIN, P.A.


David K. Linder

Enclosures

FORTSON, BENTLEY AND GRIFFIN, P.A.

UPSHAW C. BENTLEY, JR.
J. EDWARD ALLEN (GA & TN)
ROBERT N. ELKINS (GA & FL)
ELBERT N. WHITMIRE, III, C. R. A.
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ATTORNEYS AT LAW
P. O. BOX 1744
440 COLLEGE AVENUE NORTH, SUITE 220
ATHENS, GEORGIA 30603-1744
(706) 548-1151
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EMAIL ADDRESS: FBGLAW@FBGLAW.COM

JOHN E. GRIFFIN
(1923-2002)
HERBERT T. HUTTO
(1933-1996)

RETIRED
EDWIN B. FORTSON
W. H. KIMBROUGH, JR.

OF COUNSEL
RICHARD L. FORD
IN ASSOCIATION WITH
BENTON, PRESTON AND MALCOM, P.C.
110-112 COURT SQUARE
MONROE, LA 70055
(770) 267-2503
TELECOPIER (770) 267-3596

September 24, 2003

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

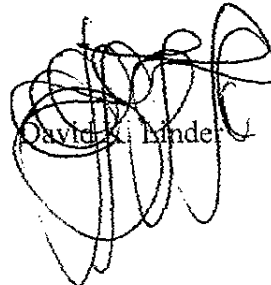
RE: **TDT FOODS, a Georgia corporation**
Articles of Merger

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the above-referenced Articles of Merger, together with two copies of the Plan of Merger attached thereto as **Exhibit "A"**. Please file the original and return a certified copy to the attention of the undersigned in the enclosed, self-addressed, stamped envelope. We are also enclosing our check in the amount of \$48.75 payable to the Department of State for the \$35.00 filing fee and the \$ 13.75 fee for a certified copy of the thirteen (13) page filing.

Please return all correspondence concerning this matter to David K. Linder, Fortson, Bentley and Griffin, P.A., P.O. Box 1744, Athens, Georgia 30603-1744. For further information concerning this matter, please call David K. Linder at (706) 548-1151.

Yours very truly,
FORTSON, BENTLEY AND GRIFFIN, P.A.


David K. Linder

Enclosures

FILED

ARTICLES OF MERGER OF
TDT FOODS, INC., A GEORGIA CORPORATION, 03 SEP 25 AM 10:52
AND
GMD ENTERPRISES, INC., A SOUTH CAROLINA CORPORATION
BMT ENTERPRISES, INC., A SOUTH CAROLINA CORPORATION, SECRETARY OF STATE
YARDBIRDS, INC., A SOUTH CAROLINA CORPORATION, TALLAHASSEE, FLORIDA
TDT ENTERPRISES, INC., A GEORGIA CORPORATION, AND
HYDE FOODS, INC., A FLORIDA CORPORATION

EFFECTIVE DATE
9/29/03

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

I.

The name and jurisdiction of the surviving corporation is:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|-----------------|---------------------|------------------------|
| TDT FOODS, INC. | Georgia | F03000004742 |

II.

The name and jurisdiction of each merging corporation is:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|-----------------------|---------------------|------------------------|
| GMD ENTERPRISES, INC. | South Carolina | N/A |
| BMT ENTERPRISES, INC. | South Carolina | N/A |
| YARDBIRDS, INC. | South Carolina | N/A |
| TDT ENTERPRISES, INC. | Georgia | N/A |
| HYDE FOODS, INC. | Florida | P01000111622 |

III.

The Agreement and Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference herein.

IV.

The merger of TDT FOODS, INC., a Georgia corporation, GMD ENTERPRISES, INC., a South Carolina corporation, BMT ENTERPRISES, INC., a South Carolina corporation, YARDBIRDS, INC., a South Carolina

corporation, TDT ENTERPRISES, INC., a Georgia corporation, and HYDE FOODS, INC., a Florida corporation, shall become effective at 12:01 a.m., on September 29, 2003.

V.

The Agreement and Plan of Merger was adopted by the shareholders of the surviving corporation, TDT FOODS, INC., a Georgia corporation, on September 24, 2003.

VI.

The Agreement and Plan of Merger was adopted by the shareholders of each of the merging corporations, GMD ENTERPRISES, INC., a South Carolina corporation, BMT ENTERPRISES, INC., a South Carolina corporation, YARDBIRDS, INC., a South Carolina corporation, TDT ENTERPRISES, INC., a Georgia corporation, and HYDE FOODS, INC., a Florida corporation, on September 24, 2003.


TDT FOODS, INC.
a Georgia corporation

By: 
Zachary W. McLeary, President

Attest: 
Tony D. Townley, Secretary

[CORPORATE SEAL]

GMD ENTERPRISES, INC.
a South Carolina corporation

By: 
Robert E. Baxley, Vice President

Attest: 
Tony D. Townley, Secretary

[CORPORATE SEAL]

BMT ENTERPRISES, INC.
a South Carolina corporation

By: Zachary W. McLeroy
Zachary W. McLeroy, President

Attest: Tony D. Townley
Tony D. Townley, Secretary

[CORPORATE SEAL]

YARDBIRDS, INC.
a South Carolina corporation

By: Zachary W. McLeroy
Zachary W. McLeroy, President

Attest: Tony D. Townley
Tony D. Townley, Secretary

[CORPORATE SEAL]

TDT ENTERPRISES, INC.
a Georgia corporation

By: Zachary W. McLeroy
Zachary W. McLeroy, President

Attest: Tony D. Townley
Tony D. Townley, Secretary

[CORPORATE SEAL]

HYDE FOODS, INC.
a Florida corporation

By: Zachary W. McLeroy
Zachary W. McLeroy, President

Attest: Tony D. Townley
Tony D. Townley, Secretary

[CORPORATE SEAL]

Exhibit A

AGREEMENT AND PLAN OF MERGER OF
GMD ENTERPRISES, INC., A SOUTH CAROLINA CORPORATION,
BMT ENTERPRISES, INC., A SOUTH CAROLINA CORPORATION,
YARDBIRDS, INC., A SOUTH CAROLINA CORPORATION,
TDT ENTERPRISES, INC., A GEORGIA CORPORATION, AND
HYDE FOODS, INC., A FLORIDA CORPORATION
WITH AND INTO

TDT FOODS, INC., A GEORGIA CORPORATION,

This Agreement and Plan of Merger (this "Agreement") is made and entered into this 24th day of September, 2003 by and between TDT FOODS, INC., a Georgia corporation ("TDT FOODS"), GMD ENTERPRISES, INC., a South Carolina corporation ("GMD ENTERPRISES"), BMT ENTERPRISES, INC., a South Carolina corporation ("BMT ENTERPRISES"), YARDBIRDS, INC., a South Carolina corporation ("YARDBIRDS"), TDT ENTERPRISES, INC., a Georgia corporation ("TDT ENTERPRISES"), and HYDE FOODS, INC., a Florida corporation ("HYDE FOODS"). (TDT FOODS, GMD ENTERPRISES, BMT ENTERPRISES, YARDBIRDS, TDT ENTERPRISES and HYDE FOODS being hereinafter sometimes collectively referred to as the "Constituent Corporations").

W I T N E S S E T H:

THAT WHEREAS, TDT FOODS is a corporation organized under the laws of the State of Georgia with its principal office therein located at 1040 Founder's Boulevard, Suite 100, Oconee County, Georgia 30606;

WHEREAS, TDT FOODS has authorized capital stock consisting of 100,000 shares of common stock, \$1.00 par value ("TDT FOODS Common Stock"), of which 1000 shares are issued and outstanding;

WHEREAS, GMD ENTERPRISES is a corporation organized under the laws of the State of South Carolina with its principal office therein located at 4 Ansley Court, Simpsonville, Greenville County, South Carolina 29861;

WHEREAS, GMD ENTERPRISES has authorized capital stock consisting of 100,000 shares of common stock, \$1.00 par value ("GMD ENTERPRISES Common Stock"), of which 1000 shares are issued and outstanding;

WHEREAS, BMT ENTERPRISES is a corporation organized under the laws of the State of South Carolina with its principal office therein located at 4 Ansley Court, Simpsonville, Greenville County, South Carolina 29861;

WHEREAS, BMT ENTERPRISES has authorized capital stock consisting of 100,000 shares of common stock, \$1.00 par value ("BMT ENTERPRISES Common Stock"), of which 300 shares are issued and outstanding;

WHEREAS, YARDBIRDS is a corporation organized under the laws of the State of South Carolina with its principal office therein located at 650 East Washington Street, Greenville, Greenville County, South Carolina 29601;

WHEREAS, YARDBIRDS has authorized capital stock consisting of 100,000 shares of common stock, \$1.00 par value ("YARDBIRDS Common Stock"), of which 1000 shares are issued and outstanding;

WHEREAS, TDT ENTERPRISES is a corporation organized under the laws of the State of Georgia with its principal office therein located at 1040 Founder's Boulevard, Suite 100, Oconee County, Georgia 30606;

WHEREAS, TDT ENTERPRISES has authorized capital stock consisting of: 200,000 shares of common stock, \$1.00 par value, ("TDT ENTERPRISES Common Stock"), of which 600 shares are issued and outstanding;

WHEREAS, HYDE FOODS is a corporation organized under the laws of the State of Florida with its principal office located at 1040 Founder's Boulevard, Suite 100, Oconee County, Georgia 30606;

WHEREAS, HYDE FOODS has authorized capital stock consisting of 100,000 shares of common stock, \$1.00 par value ("HYDE FOODS Common Stock"), of which 1000 shares are issued and outstanding;

WHEREAS, the laws of the State of Georgia under which TDT FOODS and TDT ENTERPRISES are organized permit a merger of the Constituent Corporations;

WHEREAS, the laws of the State of South Carolina under which GMD ENTERPRISES, BMT ENTERPRISES and YARDBIRDS are organized permit a merger of the Constituent Corporations;

WHEREAS, the laws of the State of Florida under which HYDE FOODS is organized permit a merger of the Constituent Corporations;

WHEREAS, the Boards of Directors of TDT FOODS, YARDBIRDS, TDT ENTERPRISES and HYDE FOODS have determined that it is advisable and for the benefit of TDT FOODS, YARDBIRDS, TDT ENTERPRISES and HYDE FOODS, and their respective shareholders, that GMD ENTERPRISES, BMT ENTERPRISES, YARDBIRDS, TDT ENTERPRISES, and HYDE FOODS be merged with and into TDT FOODS on the terms and conditions hereinafter set forth, and by resolutions have duly adopted the terms and conditions of this Agreement and directed that the proposed merger be submitted to the

shareholders of TDT FOODS, YARDBIRDS, TDT ENTERPRISES and HYDE FOODS for approval, and have recommended to such shareholders that they approve of the terms and conditions hereinafter set forth; and

WHEREAS, the shareholders of GMD ENTERPRISES and BMT ENTERPRISES, which are statutory close corporations that have lawfully elected not to have a Board of Directors, have determined it is advisable and for the benefit of GMD ENTERPRISES and BMT ENTERPRISES and the shareholders of GMD ENTERPRISES and BMT ENTERPRISES that GMD ENTERPRISES, BMT ENTERPRISES, YARDBIRDS, TDT ENTERPRISES, and HYDE FOODS be merged with and into TDT FOODS on the terms and conditions hereinafter set forth and have approved the proposed merger on the terms and conditions hereinafter set forth;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants contained herein, it is agreed by and among the parties hereto, subject to the conditions hereinafter set forth and in accordance with the Georgia Business Corporation Code (the "Georgia Code"), Title 33 of the 1976 South Carolina Code of Laws, as amended (the "South Carolina Code") and the Florida Business Corporation Act (the "Florida Code") that GMD ENTERPRISES, BMT ENTERPRISES, YARDBIRDS, TDT ENTERPRISES and HYDE FOODS shall be and hereby are, at the Effective Date (as hereinafter defined), merged with and into TDT FOODS (TDT FOODS subsequent to such merger being hereinafter sometimes referred to as the "Surviving Corporation"), with the corporate existence of the Surviving Corporation to be continued under the name "TDT FOODS, INC.," a Georgia corporation, and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, and the manner and basis of converting shares are and shall be as follows:

Section 1.
Merger

1.1 On the Effective Date, GMD ENTERPRISES, BMT ENTERPRISES, YARDBIRDS, TDT ENTERPRISES and HYDE FOODS shall be merged with and into TDT FOODS, and TDT FOODS shall continue in existence and the merger shall in all respects have the effect provided for in Section 14-2-1106 of the Georgia Code, Section 33-11-101 of the South Carolina Code, and Section 607.1106 of the Florida Code.

1.2 Without limiting the foregoing, on and after the Effective Date, the separate existence of TDT FOODS, GMD ENTERPRISES, BMT ENTERPRISES, YARDBIRDS, TDT ENTERPRISES and HYDE FOODS shall cease, and, in accordance with the terms of this Agreement, the title to all real estate and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all

liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

1.3 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of GMD ENTERPRISES, BMT ENTERPRISES, YARDBIRDS, TDT ENTERPRISES and HYDE FOODS, the last acting officers of GMD ENTERPRISES, BMT ENTERPRISES, YARDBIRDS, TDT ENTERPRISES and/or HYDE FOODS, as applicable, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

Section 2. Terms of Transaction

2.1 Upon the Effective Date:

(a) With respect to GMD ENTERPRISES,

(i) each share of GMD ENTERPRISES Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be canceled and retired and cease to exist without any conversion thereof; and

(ii) each share of GMD ENTERPRISES Common Stock held in the treasury of GMD ENTERPRISES immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist without any conversion thereof.

(b) With respect to BMT ENTERPRISES,

(i) each share of BMT ENTERPRISES Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be canceled and retired and cease to exist without any conversion thereof; and

(ii) each share of BMT ENTERPRISES Common Stock held in the treasury of BMT ENTERPRISES immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist without any conversion thereof.

(c) With respect to YARDBIRDS,

(i) each share of YARDBIRDS Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be canceled and retired and cease to exist without any conversion thereof; and

(ii) each share of YARDBIRDS Common Stock held in the treasury of YARDBIRDS immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist without any conversion thereof.

(d) With respect to TDT ENTERPRISES,

(i) each share of TDT ENTERPRISES Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be canceled and retired and cease to exist without any conversion thereof; and

(ii) each share of TDT ENTERPRISES Common Stock held in the treasury of TDT ENTERPRISES immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist without any conversion thereof.

(e) With respect to HYDE FOODS,

(i) each share of HYDE FOODS Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be canceled and retired and cease to exist without any conversion thereof; and

(ii) each share of HYDE FOODS Common Stock held in the treasury of HYDE FOODS immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist without any conversion thereof.

(f) With respect to TDT FOODS, each share of TDT FOODS Common Stock outstanding and owned of record by its shareholders immediately prior to the Effective Date shall continue to represent one issued share of Common Stock of the Surviving Corporation.

2.2 After the Effective Date, each holder of an outstanding certificate or certificates, which immediately prior thereto represented shares of GMD ENTERPRISES Common Stock, BMT ENTERPRISES Common Stock, YARDBIRDS Common Stock, TDT ENTERPRISES Common Stock, or HYDE FOODS Common Stock, shall immediately surrender such certificate or certificates.

Section 3. Directors and Officers

The persons who are directors and officers of TDT FOODS immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation and shall continue to hold office as provided in the bylaws of the Surviving Corporation.

Section 4. Articles of Incorporation and Bylaws

4.1 From and after the Effective Date, the Articles of Incorporation of TDT FOODS, in effect at such date, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

4.2 From and after the Effective Date, the Bylaws of TDT FOODS, in effect at such date, shall be the Bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

Section 5. Shareholder Approval, Effectiveness of Merger

This Agreement shall be submitted for approval to the shareholders of the Constituent Corporations as provided by the Georgia Code, the South Carolina Code and the Florida Code. If this Agreement is duly authorized and adopted by the requisite vote or written consents of such shareholders and is not terminated and abandoned pursuant to the provisions of Section 6 hereof, this Agreement shall be executed, and this Agreement, and the Articles or Certificate of Merger incorporating the terms of this Agreement, shall be filed and recorded in accordance with the laws of the State of Georgia, the laws of the State of South Carolina, and the laws of the State of Florida as soon as practicable after the last approval by such shareholders. The Board of Directors

and, in the case of GMD ENTERPRISES and BMT ENTERPRISES, which have no directors, the shareholders, and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for. The merger shall become effective at 12:01 am, Eastern Time, on September 29, 2003 (said date is herein referred to as the "Effective Date").

Section 6. Termination

At any time prior to the filing of the Articles or Certificate of Merger with the Secretary of State of Georgia, the Secretary of State of South Carolina, or the Department of State of Florida, the Board of Directors of any of the Constituent Corporations (or, in the case of GMD ENTERPRISES and BMT ENTERPRISES, which have no directors, the shareholders) may terminate and abandon this Agreement, notwithstanding favorable action on the merger by the shareholders of any such corporation or earlier approval by the Boards of Directors of such corporations. Without limiting the generality of the foregoing, the Board of Directors of any of the Constituent Corporations (or, in the case of GMD ENTERPRISES and BMT ENTERPRISES, which have no directors, the shareholders) may terminate and abandon this Agreement at any time prior to such filing, if more than fifty percent (50%) of the holders of shares of TDT ENTERPRISES or if more than fifty percent (50%) of the holders of shares of TDT FOODS exercise their dissenters' rights pursuant to Article 13 of the Georgia Code in connection with the merger, or if more than fifty percent (50%) of the holders of shares of GMD ENTERPRISES, if more than fifty percent (50%) of the holders of shares of BMT ENTERPRISES, or if more than fifty percent (50%) of the holders of shares of YARDBIRDS, exercise their dissenters' rights pursuant to Chapter 13 of the South Carolina Code in connection with the merger, or if more than fifty percent (50%) of the holders of shares of HYDE FOODS exercise their dissenters' rights pursuant to Sections 607.1301, 607.1302 and 607.1320 of the Florida Code in connection with the merger.


Section 7. Miscellaneous

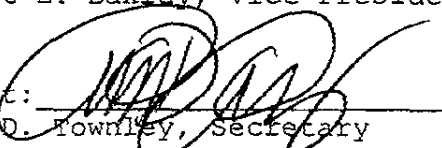
7.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

7.2 This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Georgia to the maximum extent permitted.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date hereinabove first written.


GMD ENTERPRISES, INC.
a South Carolina corporation

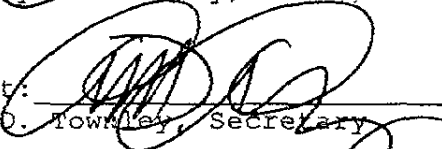
By: 
Robert E. Baxley, Vice President

Attest: 
Tony O. Townley, Secretary

[CORPORATE SEAL]

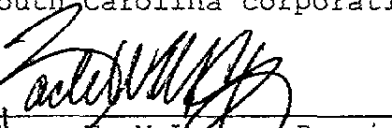
BMT ENTERPRISES, INC.
a South Carolina corporation

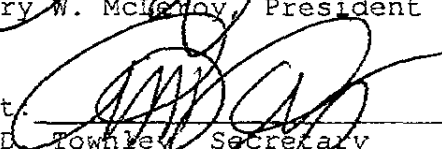
By: 
Zachary W. McLeroy, President

Attest: 
Tony O. Townley, Secretary

[CORPORATE SEAL]

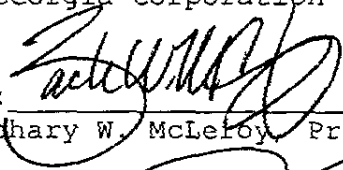
YARDBIRDS, INC.
a South Carolina corporation

By: 
Zachary W. McLeroy, President

Attest: 
Tony O. Townley, Secretary

[CORPORATE SEAL]

TDT ENTERPRISES, INC.
a Georgia corporation

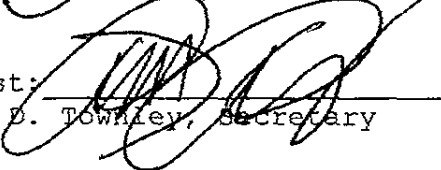
By: 
Zachary W. McLeroy, President

Attest: 
Tony D. Townley, Secretary

[CORPORATE SEAL]

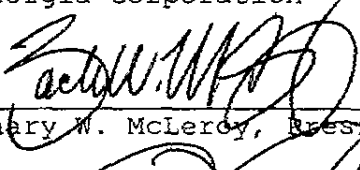
HYDE FOODS, INC.
a Florida corporation

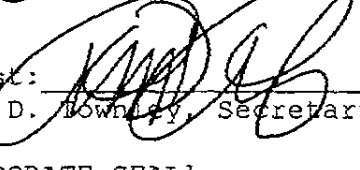
By: 
Zachary W. McLeroy, President

Attest: 
Tony D. Townley, Secretary

[CORPORATE SEAL]

TDT FOODS, INC.
a Georgia corporation

By: 
Zachary W. McLeroy, President

Attest: 
Tony D. Townley, Secretary

[CORPORATE SEAL]