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FLORIDA DEPARTMENT OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Deluca Enterprises, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA**CERTIFICATE OF MERGER**

January 4, 2006

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.4382 and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. DeLuca Enterprises, Inc. 107 Floral Vale Blvd. Yardley, PA 19067	Pennsylvania	Corporation

Florida Document/Registration Number: F96000005797 FEI Number: 231892084

2. DeLucaWoodland Lakes II, LLC 107 Floral Vale Blvd. Yardley, PA 19067	Florida	Limited Liability Co.
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Florida Document/Registration Number: L03000036666 FEI Number: 020711934

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
DeLuca Enterprises, Inc. 107 Floral Vale Blvd. Yardley, PA 19067	Pennsylvania	Corporation

Florida Document/Registration Number: F96000005797 FEI Number: 231892084

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.483, 617.1103 and/or 620.201, Florida Statutes, and was approved by each domestic limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620 Florida Statutes.

FOURTH: The attached Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, county, or jurisdiction under which such business entity is formed, organized or incorporated.

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FIFTH: The surviving entity agrees to pay to any members with appraisal rights the amount to which such members are entitled under sections 608.4351-608.43595, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become upon filing this Certificate of Merger with the Florida Department of State.

TENTH: The Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Signatures for each party:

Name of Entity

Signature(s)

Typed/Printed Name/Title

DeLuca Enterprises, Inc.



Vincent G. DeLuca,
President

DeLuca Woodland
Lakes II, LLC



Joseph A. DeLuca,
Managing Member

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PLAN OF MERGER

5th THIS PLAN OF MERGER (hereinafter referred to as the "Agreement"), dated as of this day of January, 2006, is entered into by and among DELUCA ENTERPRISES, INC., a Pennsylvania corporation ("DeLuca"), DELUCA WOODLAND LAKES II, LLC, a Florida limited liability company ("DWL") and the Members (as hereinafter defined).

WITNESSETH:

WHEREAS, the members of DWL are Vincent G. DeLuca, James A. DeLuca, Joseph A. DeLuca and Cynthia Geonnotti (the "Members");

WHEREAS, the Members own in the aggregate one hundred percent (100%) of the DWL membership interests (the "Membership Interests");

WHEREAS, DeLuca and DWL have entered into an Agreement of Sale or Merger dated December 22, 2003 and with an effective date of January 7, 2004 (the "Agreement of Sale");

WHEREAS, the board of directors of DeLuca has determined that it is advisable and generally to the advantage and welfare of DeLuca and its shareholders, and the members of DWL have determined that it is advisable and generally to the advantage and welfare of DWL and themselves, that DWL be merged with and into DeLuca on the terms herein set forth;

WHEREAS, the board of directors of DeLuca, by resolution duly adopted, has approved and adopted this Agreement.

WHEREAS, the managing member of DWL and the Members, by resolution duly adopted, has approved and adopted this Agreement.

NOW, THEREFORE, DeLuca, DWL, and the Members in consideration of the premises and of the mutual provisions, agreements and covenants contained herein, hereby agree as follows:

1. Corporate Existence of Surviving Corporation. At the effective time of the merger, DWL shall be merged with and into DeLuca, with DeLuca being the surviving corporation (such merger being hereinafter sometimes referred to as the "Merger"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of DeLuca (hereinafter sometimes referred to as the "Surviving Corporation") shall continue unaffected and unimpaired by the Merger; the limited liability company identity, existence, purposes, powers, franchises, rights and immunities of DWL shall be merged into the Surviving Corporation; and the Surviving Corporation shall be fully vested therewith. The Surviving Corporation shall continue to be a Pennsylvania corporation. The separate existence of DWL, except insofar as otherwise specifically provided by law, shall cease at the effective time of the Merger whereupon DWL and the Surviving Corporation shall be and become one single corporation.

2. Articles of Incorporation of Surviving Corporation. The articles of incorporation of DeLuca, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the articles of incorporation of the Surviving Corporation. Thereafter, the

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articles of incorporation may be amended or repealed in accordance with their terms and provided by law.

3. Bylaws of Surviving Corporation. The bylaws of DeLuca as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the bylaws of the Surviving Corporation. Thereafter, the bylaws may be amended or repealed in accordance with their terms and the articles of incorporation of the Surviving Corporation and as provided by law.

4. Directors and Officers of Surviving Corporation. The directors and officers of DeLuca immediately prior to the effective time of the Merger shall be the directors and officers of the Surviving Corporation, each such director or officer to hold office in accordance with and subject to the articles of incorporation and bylaws of the Surviving Corporation.

5. Conversion of Membership Interests. Contemporaneous with the filing of the Articles/Certificate of Merger with the Pennsylvania Department of State and the Florida Department of State, the following shall occur:

a. DeLuca shall assume by operation of law, that certain Mortgage, Security Agreement, Financing Statement and Assignment of Leases recorded in Official Records Book 7291, Page 2297, and re-recorded in Official Records Book 7259, Page 1249, Public Records of Orange County, Florida, in favor of and for the benefit of Sovereign Bank (collectively, the "Mortgage") and that certain Mortgage Note of the same date in favor of Sovereign Bank, with a principal balance of \$4,394,816.90 and interest to January 6, 2006 of \$17,564.61;

b. DeLuca shall pay Sovereign Bank an amount equal to \$439,481.69, pursuant to Section 5.20 of that certain Mortgage;

c. The Members' Membership Interests shall be converted into the right to receive an amount equal to \$3,506,163.88, which amount shall immediately be distributed as follows:

- i. \$876,540.95 to Vincent G. DeLuca;
- ii. \$876,540.95 to James A. DeLuca;
- iii. \$876,540.95 to Joseph A. DeLuca; and
- iv. \$876,540.95 to Cynthia Geonnotti.

d. Any debt or other securities convertible into or exercisable for the purchase of Membership interests, issued and outstanding immediately prior to the effective time of the Merger shall be canceled without payment of any consideration therefore and without any conversion thereof.

6. Effective Time of Merger. The "effective time" of the Merger shall be the date that the Articles/Certificate of Merger adopted in connection herewith by DeLuca and DWC are filed with the Pennsylvania Department of State and the Florida Department of State.

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7. Implementation.

(a) Subject to the terms of the Agreement of Sale, each of DWC and the Members hereby agrees that at any time or from time to time as and when requested by the Surviving Corporation, or by its successors or assigns, will so far as they are legally able, execute and deliver, or cause to be executed and delivered in their name by DWC's last acting officers, or by the corresponding officers of the Surviving Corporation, each of whom is hereby irrevocably appointed as attorney-in-fact for such purposes, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other actions as the Surviving Corporation, its successors or assigns, may deem necessary or desirable in order to evidence the transfer, vesting and devolution of any property, right, privilege, power, immunity or franchise to vest or perfect in or confirm to the Surviving Corporation, its successors or assigns, title to and possession of all the property, rights, privileges, powers, immunities, franchises and interests referred to in this Agreement and otherwise to carry out the intent and purposes hereof.

(b) Each of DeLuca, DWC and the Members shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the States of Pennsylvania and Florida to consummate and make effective the Merger.

[Signatures appear on following page]

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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed by their respective officers thereunto duly authorized, all as of the day and year first above written.

DELUCA ENTERPRISES, INC., a Pennsylvania corporation
"Surviving Corporation"

By: 
Vincent G. DeLuca, President

DELUCA WOODLAND LAKES II, LLC, a Florida limited liability company

By: 
Joseph A. DeLuca, Managing Member

MEMBERS


Vincent G. DeLuca


James A. DeLuca


Joseph A. DeLuca


Cynthia Geonnotti

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