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Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

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Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES

Account Number : 110450000714

Phone : (850) 222-1173

Fax Number : (850) 224-1640

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 10 PM 5:01

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MERGER OR SHARE EXCHANGE

TAYLOR FARMS FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

RIVER RANCH ORLANDO, INC., a Florida corporaiton, P95000068144

INTO

TAYLOR FARMS OF SOUTH BAY, INC., a Delaware corporation,
F98000002454

File date: June 10, 1999

Corporate Specialist: Darlene Connell

06/10/1999 16:02 CCRS → 9224000
(850) 487-6013
501487-6013 06/10/99 15:24 F1 Dept of State p1 /1

NO.390 002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 10, 1999

TAYLOR FARMS OF SOUTH BAY, INC.
360 U.S. HWY. 27 NORTH
SOUTH BAY, FL 33493

SUBJECT: TAYLOR FARMS OF SOUTH BAY, INC.
REF: F98000002454

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The first paragraph in the plan of merger states that the surviving corporation shall be know as "TAYLOR FARMS". The name shown throughout the plan of merger is "TAYLOR FLORIDA". Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000013988
Letter Number: 699A00031486

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ARTICLES OF MERGER**MERGING****RIVER RANCH ORLANDO, INC.**
(a Florida corporation)**INTO****TAYLOR FARMS FLORIDA, INC.**
(a Delaware corporation)**FILED**
99 JUN 10 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned, being the Vice President of Taylor Farms Florida, Inc. ("Taylor Florida") and the Vice President of River Ranch Orlando, Inc., does hereby certify that:

1. The name and place of organization of each constituent entity is as follows:
 - (i) River Ranch Orlando, Inc., a Florida corporation;
 - (ii) Taylor Farms Florida, Inc., a Delaware corporation.
2. The name of the surviving corporation is Taylor Farms Florida, Inc., a Delaware corporation.
3. Taylor Florida owns all of the outstanding shares of River Ranch Orlando, Inc. (the "Disappearing Corporation"). As such and pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 607.1104 of the Act, the approval of the shareholders of Taylor Florida and the Disappearing Corporation, respectively, is not required.
4. A Plan of Merger, a complete copy of which is set forth in Exhibit A, by which the Disappearing Corporation merges into Taylor Florida (the "Plan of Merger") was duly adopted by the board of directors of Taylor Florida, the sole shareholder of each Disappearing Corporation, on May 27, 1999. Pursuant to Section 607.1104 of the Act, approval of the Plan of Merger by the board of directors of the Disappearing Corporation is not required.
5. Taylor Florida, acting in its capacity as sole shareholder of the Disappearing Corporation, has waived its right to receive by mail a copy of the Plan of Merger.
6. The merger of the Disappearing Corporations into Taylor Florida shall be effective upon the filing of these Articles.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger
as of May 27, 1999.

TAYLOR FARMS FLORIDA, INC.,
a Delaware corporation

By: Thomas A. Bryan
Thomas Bryan
Vice President

RIVER RANCH ORLANDO, INC.,
a Florida corporation

By: Thomas A. Bryan
Thomas Bryan
Vice President

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EXHIBIT A
PLAN OF MERGER

FA991450.216/3+

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**PLAN OF MERGER
OF
TAYLOR FARMS FLORIDA, INC.
AND
RIVER RANCH ORLANDO, INC.**

This Plan of Merger (the "Plan") is made and entered into as of May 27, 1999 by and between Taylor Farms Florida, Inc., a Delaware corporation ("Taylor Florida") and River Ranch Orlando, Inc., a Florida corporation (the "Subsidiary Corporation").

WHEREAS, Taylor Florida is a corporation organized under and governed by the laws of the State of Delaware;

WHEREAS, the Subsidiary Corporation is a corporation organized under and governed by the laws of the State of Florida;

WHEREAS, Taylor Florida is the sole owner of all of the outstanding capital stock of the Subsidiary Corporation; and

WHEREAS, in connection with a plan of reorganization, Taylor Florida and the Subsidiary Corporation have determined that it is advisable and in the best interests of such corporations and their stockholders that the Subsidiary Corporation merge with and into Taylor Florida upon the terms and conditions provided herein (the "Merger") and, pursuant to Florida Business Corporation Act Section 607.1104, the Board of Directors of Taylor Florida has approved and adopted this Plan.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual agreements herein contained and of the mutual benefits provided hereby, the parties hereto hereby agree as follows:

1. Merger. The effective date of the Merger shall be the date on which the Certificate of Merger and the Articles of Merger are filed with the Secretaries of State of Delaware and Florida, respectively (the "Effective Date"). On the Effective Date, the Subsidiary Corporation shall be merged with and into Taylor Florida and the separate existence of the Subsidiary Corporation shall thereupon cease. Taylor Florida shall continue its corporate existence in the State of Delaware as the surviving corporation (the "Surviving Corporation") after the Effective Date of the Merger.

2. Certificate of Incorporation. The Certificate of Incorporation of Taylor Florida, as in effect immediately prior to the Effective Date, shall continue to be the Certificate of Incorporation of the Surviving Corporation without change or amendment until duly amended in accordance with the provisions thereof and applicable law.

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3. Conversion of Shares. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of the Subsidiary Corporation outstanding immediately prior thereto shall automatically be cancelled.

4. Subsequent Action. If at any time after the Effective Date it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of the Subsidiary Corporation, or otherwise to carry out the provisions of this Plan, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of the Subsidiary Corporation and in its name to take such action and execute, deliver and file such instruments and documents.

5. Rights and Duties of Taylor Florida. On the Effective Date, Taylor Florida shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of the Subsidiary Corporation; and all property (real, personal and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to the Subsidiary Corporation shall continue and be taken and deemed to be transferred to and vested in Taylor Florida, without further act or deed; and Taylor Florida shall thenceforth be responsible and liable for all the liabilities and obligations of the Subsidiary Corporation.

6. Termination. At any time prior to the Effective Date, this Plan may be terminated and the Merger abandoned at the election of the Board of Directors of Taylor Florida.

7. Waiver of Mailing Requirement. Taylor Florida, the sole shareholder of all of the outstanding stock of the Subsidiary Corporation, has waived the requirement of Section 607.1104 of the Florida Business Corporation Act that a copy of this Plan be mailed to Taylor Florida. The waiver is attached hereto as Exhibit 1.

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IN WITNESS WHEREOF, the parties hereto have caused this Plan to be
duly executed as of the day and year first above written.

TAYLOR FARMS FLORIDA, INC.,
a Delaware corporation

By: Thomas H. Bryan

Thomas H. Bryan
Vice President

RIVER RANCH ORLANDO, INC.,
a Florida corporation

By: Thomas H. Bryan

Thomas H. Bryan
Vice President

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EXHIBIT 1
WAIVER
OF
MAILING REQUIREMENT
OF
SOLE SHAREHOLDER
OF
RIVER RANCH ORLANDO, INC.

In accordance with Section 607.1104(2) of the Florida Business Corporation Act, the undersigned, being the sole shareholder of River Ranch Orlando, Inc., a Florida corporation, does hereby waive the right to receive a mailed copy or summary of the Plan of Merger entered into by each of the above-named corporations and Taylor Farms Florida on May 27, 1999.

Such waiver shall allow the filing of the articles of merger in the State of Florida without the 30-day waiting period.

Dated: May 27, 1999

TAYLOR FARMS FLORIDA, INC.,
a Delaware corporation

By: 

Thomas Bryan
Vice President