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FILED
02 JUL -1 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 646411 4359680

AUTHORIZATION :

Patricia Pyette

COST LIMIT : \$ 140.00

ORDER DATE : June 28, 2002

ORDER TIME : 10:16 AM

ORDER NO. : 646411-015

300006139653-4

CUSTOMER NO: 4359680

CUSTOMER: Thomas P. Fitch, Esq
Zdarsky, Sawicki & Agostinelli
404 Cathedral Place
298 Main Street
Buffalo, NY 14202

ARTICLES OF MERGER

NIAGARA CHOCOLATES, INC.
WHETSTONE CANDY COMPANY, INC.
SWEETWORKS, INC.

INTO

OAK LEAF CONFECTIONS OF NORTH
AMERICA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea EXT 1114

EXAMINER'S INITIALS:

File 254

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR
7/2/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

SWEETWORKS, INC., a Florida corporation P00000102947
WHETSTONE CANDY COMPANY, INC., a Florida corporation G48837
NIAGARA CHOCOLATES, INC., a New York corporation not authorized to
transact business in Florida

INTO

OAK LEAF CONFECTIONS OF NORTH AMERICA, INC., a Delaware entity not
qualified in Florida.

File date: July 1, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 140.00

**ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with sections 607.1105 and 607.1107, Florida Statutes (2001).

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

(a) Niagara Chocolates, Inc. is a New York corporation having its principal office at 3500 Genesee Street, Cheektowaga, New York 14225. Its FEI number is 16-1207031.

(b) Whetstone Candy Company, Inc. is a Florida corporation having its principal office at 2 Coke Road, St. Augustine, Florida 32086. Its Florida document registration number is G48837 and its FEI number is 592310792.

(c) SweetWorks, Inc. is a Florida corporation having its principal office at 2 Coke Road, St. Augustine, Florida 32086. Its Florida document registration number is P00000102947 and its FEI number is 593682442.

Second. The surviving entity is Oak Leaf Confections of North America, Inc., a Delaware corporation having its principal office at 440 Comstock Road, Scarborough, Ontario, Canada M1L286. Contemporaneously with the merger, its name is being changed to SweetWorks, Inc. and its principal place of business is being changed to 2 Coke Road, St. Augustine Florida 32086.

Third. The attached Plan of Merger meets the requirements of Section 607.1107, Florida Statutes (2001). It was unanimously approved by the shareholders of Whetstone Candy Company, Inc. and SweetWorks, Inc. on June 28, 2002.

Fourth. The attached Plan of Merger meets the requirements of New York and Delaware law. It was unanimously approved by the shareholders of Niagara Chocolates, Inc. and Oak Leaf Confections of North America, Inc. on June 28, 2002.

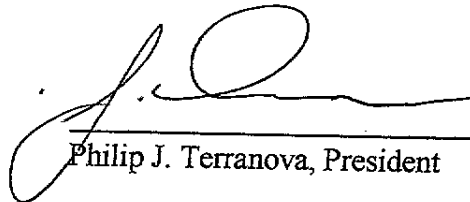
Fifth. The surviving corporation, Oak Leaf Confections of North America, Inc. (to be known as SweetWorks, Inc.) hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or the rights of any dissenting shareholders of each domestic corporation that is a party to the merger.

Sixth. The surviving corporation, Oak Leaf Confections of North America, Inc. (known as SweetWorks, Inc.) agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any to which they are entitled under Section 607.1302, Florida Statutes (2001).

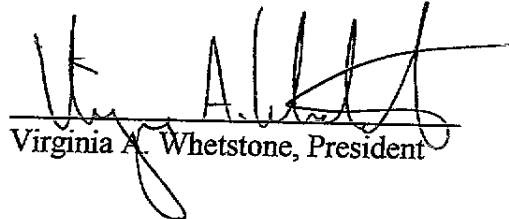
Seventh. The merger shall become effective upon the date of filing.

Executed this 28th day of June 2002.

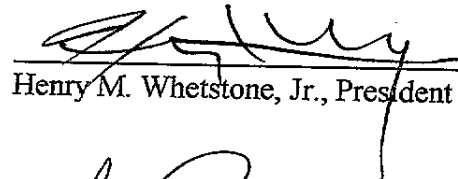
Oak Leaf Confections
of North America, Inc.


Philip J. Terranova, President

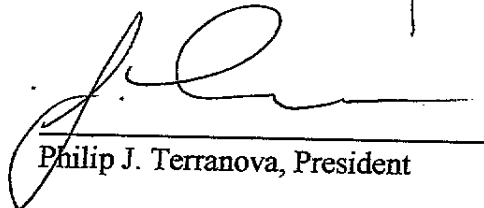
Whetstone Candy Company, Inc.


Virginia A. Whetstone, President

Sweetworks, Inc.


Henry M. Whetstone, Jr., President

Niagara Chocolates, Inc.


Philip J. Terranova, President

PLAN OF MERGER
OF
NIAGARA CHOCOLATES, INC.,
WHETSTONE CANDY COMPANY, INC.,
SWEETWORKS, INC.
and
OAK LEAF CONFECTIONS OF NORTH AMERICA, INC.

This Plan of Merger is made and entered into as of the 28 day June, 2002 by and among **NIAGARA CHOCOLATES, INC.**, a New York corporation having an address at 3500 Genesee Street, Cheektowaga, New York 14225 ("Niagara"), **WHETSTONE CANDY COMPANY, INC.**, a Florida corporation having an address at 2 Coke Road, St. Augustine, Florida 32086 ("Whetstone"), **SWEETWORKS, INC.**, a Florida corporation also having an address at 2 Coke Road, St. Augustine, Florida 32086 (hereinafter referred to as "SW Florida") (Niagara, Whetstone and SW Florida are from time to time collectively referred to herein as the "Merging Corporations") and **OAK LEAF CONFECTIONS OF NORTH AMERICA, INC.**, a Delaware corporation having an address in care of 440 Comstock Road, Scarborough, Ontario, CANADA M1L 2H6 (the "Surviving Corporation").

SECTION 1. MERGER

On the Effective Date, Niagara, Whetstone and SW Florida shall be merged with and into the Surviving Corporation.

SECTION 2. TERMS AND CONDITIONS

At the time of the merger:

2.1 Single Corporation. The separate existence of the Merging Corporations shall cease, and the Merging Corporations and the Surviving Corporation shall be a single corporation which shall be the Surviving Corporation;

2.2 Title to Assets. The title to all real estate and other property owned by the Merging Corporations and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed;

2.3 Liabilities and Obligations. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporations and the Surviving Corporation as of the Effective Date; and

2.4 Pending Proceedings. Any proceeding pending against or on behalf of the Merging Corporations or the Surviving Corporation may be continued as if the merger did not

occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporations.

2.5 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

2.6 Bylaws. The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following this merger.

2.7 Board of Directors and Officers. The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation, subject to the terms of any Shareholders' Agreement among the shareholders of the Surviving Corporation.

SECTION 3. CONVERSION OF STOCK

3.1 Exchange of Shares. On or after the Effective Date, the Surviving Corporation, upon the receipt of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Corporations, shall issue to the shareholders of the Merging Corporations stock certificates as follows:

A. For each one hundred (100) shares of fully paid and non-assessable common stock of Niagara (whether voting or non-voting) a shareholder of Niagara shall receive two and one-half (2 1/2) shares of the fully paid and non-assessable common stock of the Surviving Corporation.

B. For each six (6) shares of fully paid and non-assessable common stock of Whetstone, a shareholder of Whetstone shall receive one (1) share of the fully paid and non-assessable common stock of the Surviving Corporation.

C. For each fifty (50) shares of fully paid and non-assessable common stock of SW Florida, a shareholder of SW Florida shall receive one-tenth (1/10) of one (1) share of the fully paid and non-assessable common stock of the Surviving Corporation.

3.2 Cancellation of Shares. On the Effective Date, each share of stock of the Merging Corporations that is then issued and outstanding shall, by virtue of the merger and

without any action on the part of the Merging Corporations or the Surviving Corporation, be immediately canceled.

3.3 Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

SECTION 4. EFFECTIVE DATE

The merger of the Merging Corporations and the Surviving Corporation shall be effective (the "Effective Date") upon the filing of the Articles of Merger.

SECTION 5. INTENT

It is the intent of the Merging Corporations and the Surviving Corporation that the transaction contemplated by this plan of merger shall constitute a merger under the Business Corporation Law of the State of Delaware and qualify as a tax-free corporate reorganization within the meaning of IRC Sec. 368(a)(1)(A).

SECTION 6. GOVERNING LAW

This merger will take place in accordance with the Business Corporation Law of the State of Delaware.

SECTION 7. CHANGE OF NAME OF SURVIVING CORPORATION.

In conjunction with the merger set forth herein, the name of the Surviving Corporation shall be changed to SweetWorks, Inc.

[End of Page 3; the next page is Page 4]

IN WITNESS WHEREOF, the parties have executed, or caused this Agreement to be executed, as of the date set forth hereinabove.

NIAGARA CHOCOLATES, INC.

By: 

Philip J. Terranova, President

WHETSTONE CANDY COMPANY, INC.

By: 

Virginia A. Whetstone, President

SWEETWORKS, INC.

By: 

Henry M. Whetstone, Jr., President

OAK LEAF CONFECTIONS OF NORTH
AMERICA, INC.

By: 

Philip J. Terranova, President

STATE OF Florida)
)
COUNTY OF St Johns)

SS:

On the 28th day of June, 2002 before me, the undersigned, a notary public in and for said state, personally appeared Philip J. Terranova, as President of Niagara Chocolates, Inc., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed this instrument.

Jane R Sullivan
Notary Public



STATE OF Florida)
)
COUNTY OF St Johns)

SS:

On the 28th day of June, 2002 before me, the undersigned, a notary public in and for said state, personally appeared Virginia A. Whetstone, as president of Whetstone Candy Company, Inc., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed this instrument.

Jane R Sullivan
Notary Public

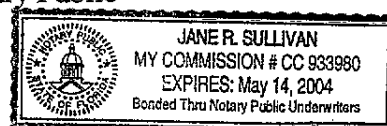


STATE OF Florida)
)
COUNTY OF St Johns)

SS:

On the 28th day of June, 2002 before me, the undersigned, a notary public in and for said state, personally appeared Henry M. Whetstone, Jr., as President of SweetWorks, Inc., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed this instrument.

Jane R Sullivan
Notary Public



STATE OF Florida)
COUNTY OF St. Johns)

SS:

On the 28th day of June, 2002 before me, the undersigned, a notary public in and for said state, personally appeared Philip J. Terranova, as President of Oak Leaf Confections of North America, Inc., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed this instrument.

Jane R. Sullivan
Notary Public

