



H31090

FILED
02 FEB -1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 195502 150991A

AUTHORIZATION :

Patricia Piggett

COST LIMIT : \$ 113.75

ORDER DATE : February 1, 2002

ORDER TIME : 11:11 AM

ORDER NO. : 195502-005

CUSTOMER NO: 150991A

CUSTOMER: Ms. Marsha P. Wikfors
Gould Cooksey Fennell O'Neill
979 Beachland Boulevard

Vero Beach, FL 32963

Merger

200004853902---

ARTICLES OF MERGER

G.R. TRUCKING CORPORATION
SUNDANCE GROVES, INC.

INTO

GOLDEN RIVER FRUIT CO.

RECEIVED
02 FEB -1 PM 1:51
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS:

Ad

2/4/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

G.R. TRUCKING CORPORATION, a Florida corporation J37681

SUNDANCE GROVES, INC., a Florida corporation M76434

INTO

GOLDEN RIVER FRUIT CO., a Florida entity, H31090

File date: February 1, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 113.75

**ARTICLES OF MERGER
OF
G.R. TRUCKING CORPORATION, A FLORIDA CORPORATION
AND SUNDANCE GROVES, INC., A FLORIDA CORPORATION
INTO
GOLDEN RIVER FRUIT CO., A FLORIDA CORPORATION**

FILED
02 FEB -1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE DEPARTMENT OF STATE
OF THE STATE OF FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") G.R. Trucking Corporation, Sundance Groves, Inc. and Golden River Fruit Co. adopt the following Articles of Merger.

1. Board of Directors Adoption. The Plan of Merger dated the 31st day of January, 2002 ("Plan of Merger") between G.R. Trucking Corporation, Sundance Groves, Inc., and Golden River Fruit Co. (the "Plan of Merger") was adopted unanimously by (i) the Board of Directors of G.R. Trucking Corporation on the 31st day of January, 2002; (ii) the Board of Directors of Sundance Groves, Inc. on the 31st day of January, 2002; and (iii) the Board of Directors of Golden River Fruit Co. on the 31st day of January, 2002.

2. Stockholder Approval. The Plan of Merger was unanimously approved by (i) the shareholders of G.R. Trucking Corporation on the 31st day of January, 2002; (ii) the shareholders of Sundance Groves, Inc. on the 31st day of January, 2002; and (iii) the shareholders of Golden River Fruit Co. on the 31st day of January, 2002.

3. Merger; Surviving Corporation. Pursuant to the Plan of Merger, all issued and outstanding shares of stock of G.R. Trucking Corporation and Sundance Groves, Inc. will be

acquired by means of a merger of G.R. Trucking Corporation and Sundance Groves, Inc. into Golden River Fruit Co. with Golden River Fruit Co., Inc. being the surviving corporation ("Merger").

4. Incorporation of Plan of Merger. The Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference as if fully set forth herein.

5. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Golden River Fruit Co. is in force and effect at the effective time of the Merger and shall continue to be the Articles of Incorporation of the surviving corporation until amended or changed in accordance with the provisions of Florida Corporation Laws.

6. Effective Date. Pursuant to Section 607.1105(1)(b) of the Act, the date of the effectiveness of the Merger shall be on the 1st day of February, 2002.

IN WITNESS WHEREOF, the parties have set their hands this 31st day of January, 2002.

Witnesses:

GOLDEN RIVER FRUIT CO.
a Florida Corporation

Katherine S. Reh

By:

George S. Lambeth, Jr.
George S. Lambeth, Jr., President

Maise Wilkins

Katherine S. Reh

By:

David L. Milwood
David L. Milwood, Vice President
(Corporate Seal)

Maise Wilkins

G.R. TRUCKING CORPORATION
a Florida Corporation

Katherine S. Reh

By:

George S. Lambeth, Jr.
George S. Lambeth, Jr., President

Maise Wilkins

Katherine S. Reh

Maise Wilkins

By:

Scott W. Lambeth
Scott W. Lambeth, Vice President
(Corporate Seal)

SUNDANCE GROVES, INC.
a Florida Corporation

By:

Scott W. Lambeth
Scott W. Lambeth, President

Katherine S. Reh

Maise Wilkins

Katherine S. Reh

Maise Wilkins

By:

Ronald C. Powell
Ronald C. Powell, Vice President
(Corporate Seal)

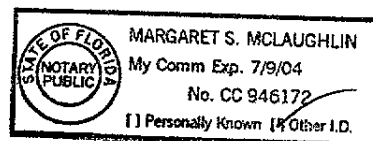
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared George S. Lambeth, Jr. personally known to me and well known to me to be the President of Golden River Fruit Co., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 31st day of January, 2002.

Margaret S. McLaughlin
Notary Public of Florida
Commission No.
Expiration Date:

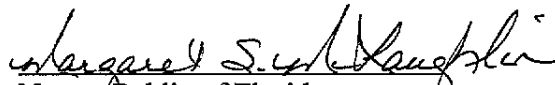


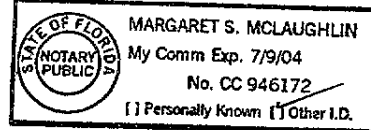
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared David L. Milwood, personally known to me and well known to me to be the Vice President of Golden River Fruit Co., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 31st day of January, 2002.


Notary Public of Florida
Commission No.
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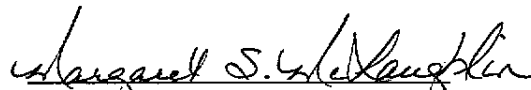


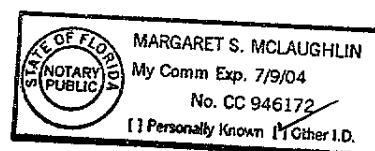
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared George S. Lambeth, Jr. personally known to me and well known to me to be the President of G.R. Trucking Corporation, a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 31st day of January, 2002.


Notary Public of Florida
Commission No.
Expiration Date:



STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Scott W. Lambeth, personally known to me and well known to me to be the Vice President of G.R. Trucking Corporation, a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

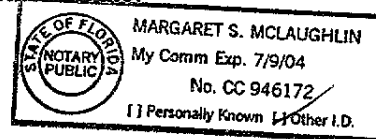
Witness my hand and official seal in the County and State last aforesaid this 31st day of January, 2002.

Margaret S. McLaughlin

Notary Public of Florida

Commission No.

Expiration Date:



STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Scott W. Lambeth, personally known to me and well known to me to be the President of Sundance Groves, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

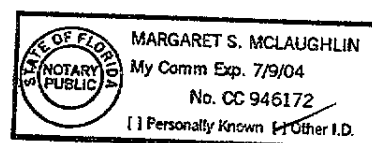
Witness my hand and official seal in the County and State last aforesaid this 31st day of January, 2002.

Margaret S. McLaughlin

Notary Public of Florida

Commission No.

Expiration Date:

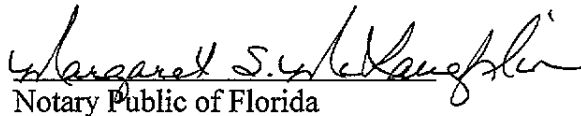


STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Ronald C. Powell, personally known to me and well known to me to be the Vice President of Sundance Groves, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 31st day of January, 2002.


Notary Public of Florida

Commission No.

Expiration Date:

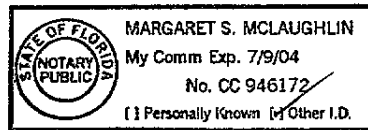


EXHIBIT "A"

PLAN OF MERGER

This Agreement is made between G.R. Trucking Corporation, a Florida corporation, Sundance Groves, Inc. d/b/a Sundance Harvesting, a Florida corporation, and Golden River Fruit Co., a Florida corporation. All above referenced corporations are collectively referred to in this agreement as the "Constituent Corporations".

The respective Boards of Directors of the Constituent Corporations deem it advisable that G.R. Trucking Corporation, a Florida corporation and Sundance Groves, Inc., a Florida corporation (collectively, the "Disappearing Corporations"), be merged into Golden River Fruit Co., a Florida corporation ("Surviving Corporation"). Therefore, in consideration of the premises and of the mutual agreements contained in this agreement, the Constituent Corporations agree to merge on the terms and conditions stated below.

1. Tax Free Merger. This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Chapter 607 of the Florida Business Corporation Act and Section 368 (a)(1)(A) of the Internal Revenue Code of 1986, as amended.

2. Agreement to Merge. The Constituent Corporations agree that the Disappearing Corporations shall be merged into the Surviving Corporation.

3. Place of Registered Office of Surviving Corporation. The registered office of the Surviving Corporation shall be located at 505 66th Avenue SW, Vero Beach, Florida 32961.

4. Purposes of Surviving Corporation. The purposes of the Surviving Corporation shall include the following:

- (i) to engage in citrus production, sales, and management services in connection thereof;
- (ii) to operate and manage a citrus trucking business; and
- (iii) to engage in any lawful act or activity for which corporations may be formed under the laws of Florida.

5. Articles of Incorporation. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date of Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

6. Authorized Shares of Surviving Corporation. The present number of shares that the Disappearing Corporations are authorized to issue are as follows:

Name of Corporation	Authorized Shares	Par Value	Issued and Outstanding	Current Ownership
G.R. Trucking Corporation	1000	\$1.00/ share	1000	100% George S. Lambeth Revocable Trust u/a/d 9/22/86
Sundance Groves, Inc.	1000	\$1.00/ share	1000	50% Scott W. Lambeth 50% David Milwood

The present number of shares that the Surviving Corporation is authorized to issue is 2000 shares of common stock with a \$1.00 par value per share, of which 2000 shares are now issued and outstanding and held and owned as follows:

George S. Lambeth Revocable Trust u/a/d 9/22/86	1200 shares (60%)
Scott W. Lambeth	400 shares (20%)
David L. Milwood Revocable Living Trust u/a/d 7/1/99	400 shares (20%)

7. First Directors. The present Directors of the Surviving Corporation shall continue as directors until their successors are duly elected or designated after the effective date of the merger, as follows:

George S. Lambeth, Jr.
David L. Milwood
Scott W. Lambeth

8. Name and Residence of Agent of Corporation. David Milwood, 505 66th Avenue SW, Vero Beach, Florida 32961 is appointed as the person on whom process, tax notices and demands against Golden River Fruit Co., a Florida corporation, or any of the Constituent Corporations, may be served.

9. Distribution to Stockholders of the Constituent Corporations. Upon the Effective Date, (i) the 1,000 shares of \$1.00 par value common stock of G.R. Trucking Corporation issued and outstanding and held and owned by the George S. Lambeth Revocable Trust, as to all 1,000 shares; and (ii) the 1,000 shares par value common stock of Sundance Groves, Inc. issued and outstanding and owned by Scott W. Lambeth and David Milwood as to all 1,000 shares, shall, without more, be surrendered for cancellation. The 2,000 shares of stock in the Surviving Corporation presently issued and outstanding and owned by the George S. Lambeth Revocable Trust, Scott W. Lambeth and the David L. Milwood Revocable Living Trust shall be surrendered for cancellation and reissued by the Surviving Corporation based upon the relative percentage ownership owned by each shareholder in each of the Constituent Corporations. Accordingly, upon the Effective Date, the total issued and outstanding shares of stock in the Surviving Corporation shall be 2000 shares and, will be owned as follows:

George S. Lambeth Revocable Trust u/a/d 9/22/86	1110 Shares
Scott W. Lambeth	445 Shares
David L. Milwood Revocable Living Trust u/a/d 7/1/99	274 Shares
David L. Milwood	171 Shares

10. Reporting of Assets at Book Value in Accounts of Surviving Corporation:

Pooling of Interest. The assets of the Disappearing Corporations shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Corporation.

11. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Corporations shall cease, and the Surviving Corporation shall be fully vested in the Disappearing Corporations' rights, privileges, immunities, powers, and franchises, subject to their restrictions, liabilities, disabilities, and duties, all as more particularly set forth and prescribed under applicable law.

12. Supplemental Action. If at any time after the Effective Date, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Disappearing Corporation or Corporations, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

13. Effective Date and Filing. The Effective Date of the merger agreed upon in this Plan of Merger shall be the 1st day of February, 2002, notwithstanding the filing date of the Articles

of Merger. The Constituent Corporations shall cause their respective Presidents or Vice Presidents to execute and file Articles of Merger and such other documents and instruments and to take such further actions as are required to conform to and comply with the applicable laws of the respective states of the Constituent Corporations.

14. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by any of the Constituent Corporations which are, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with applicable law of the respective states of the Constituent Corporations.

15. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by consent of the Boards of Directors of all Constituent Corporations, notwithstanding favorable action by the stockholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, each Constituent Corporation has caused its corporate seal to be placed below and its corporate name to be signed below by its President and Vice President, who are duly authorized by their respective Board of Directors and stockholders to execute this Agreement.

Executed on the 31st day of January, 2002, at Vero Beach, Florida.

Witnesses:

Katherine S. Reh

Maisee Wilkerson

Katherine S. Reh

Maisee Wilkerson

GOLDEN RIVER FRUIT CO.
a Florida Corporation

By: George S. Lambeth, Jr.
George S. Lambeth, Jr., President

By: David L. Milwood
David L. Milwood, Vice President
(Corporate Seal)

("Surviving Corporation")

G.R. TRUCKING CORPORATION
a Florida Corporation

By: George S. Lambeth, Jr.
George S. Lambeth, Jr., President

By: Scott W. Lambeth
Scott W. Lambeth, Vice President
(Corporate Seal)

SUNDANCE GROVES, INC.
a Florida Corporation

By: Scott W. Lambeth
Scott W. Lambeth, President

By: Ronald C. Powell
Ronald C. Powell, Vice President
(Corporate Seal)

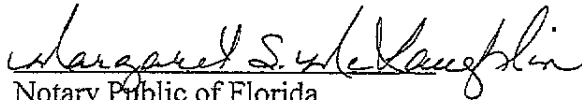
(the "Disappearing Corporations")

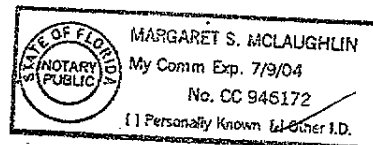
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared George S. Lambeth, Jr. personally known to me and well known to me to be the President of Golden River Fruit Co., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 31st day of January, 2002.


Notary Public of Florida
Commission No.
Expiration Date:

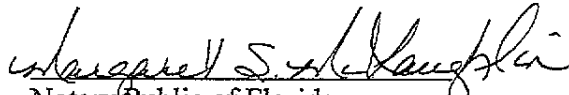


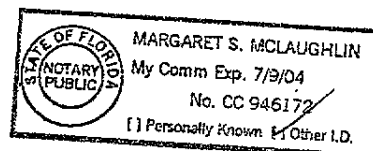
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared David L. Milwood, personally known to me and well known to me to be the Vice President of Golden River Fruit Co., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

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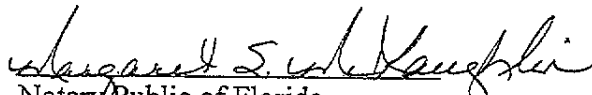


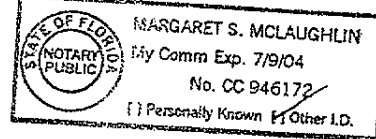
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared George S. Lambeth, Jr. personally known to me and well known to me to be the President of G.R. Trucking Corporation, a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

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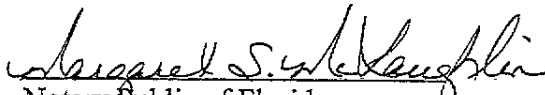


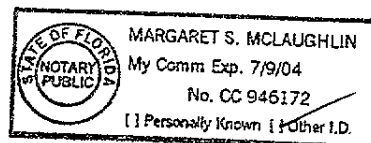
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Scott W. Lambeth, personally known to me and well known to me to be the Vice President of G.R. Trucking Corporation, a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

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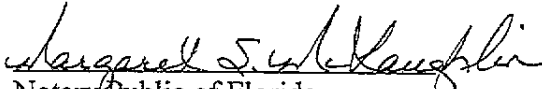


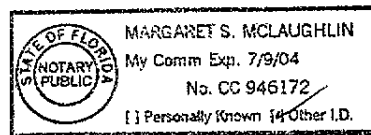
STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Scott W. Lambeth, personally known to me and well known to me to be the President of Sundance Groves, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

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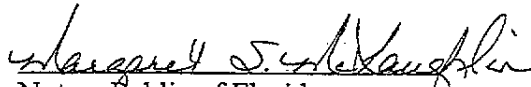


STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Ronald C. Powell, personally known to me and well known to me to be the Vice President of Sundance Groves, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

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