



THE UNITED STATES
CORPORATION
COMPANY

533747

ACCOUNT NO. : 072100000032

REFERENCE : 201736 4806726

AUTHORIZATION :

Patricia Kygus

COST LIMIT : \$ 122.50

ORDER DATE : December 26, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 201736-005

000002038290-9

CUSTOMER NO: 4806726

CUSTOMER: John B. McCracken, Esq
Jones Foster Johnston & Stubbs
P.O. Box 3475

West Palm Beach, FL 33402-3475

ARTICLES OF MERGER

STERLING IMPERIAL FARMS, INC.

INTO

ST. ANDREWS NORTH, INC.

****PLEASE NOTE EFFECTIVE DATE OF 12/31/96****

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 26 PM 12:12
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
96 DEC 26 PM 2:46

54 12/27



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 26, 1996

CSC Networks

SUBJECT: ST. ANDREWS-NORTH, INC.
Ref. Number: J33747

RESUBMIT
Please give original
submission date as file date.

We have received your document for ST. ANDREWS-NORTH, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Our records show that ST. ANDREWS-NORTH, INC. is a Florida corporation, not a Delaware corporation.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 596A00057315

RECEIVED
96 DEC 27 AM 8:30
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 27, 1996

CSC Networks

SUBJECT: ST. ANDREWS-NORTH, INC.
Ref. Number: J33747

RESUBMIT
Please give original
submission date as file date.

We have received your document for ST. ANDREWS-NORTH, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter:

Our records show that ST. ANDREWS-NORTH, INC. is a Florida corporation. In the Articles of Merger, it is listed as a Delaware corporation. Please correct the document.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 496A00057401

RECEIVED
96 DEC 27 PM 1:10
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

STERLING IMPERIAL FARMS, INC., a Florida corporation, H06765

INTO

ST. ANDREWS-NORTH, INC., a Florida corporation, J33747

File date: December 26, 1996, effective December 31, 1996

Corporate Specialist: Steven Harris

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER

STERLING IMPERIAL FARMS, INC.
INTO
ST. ANDREWS-NORTH, INC.
(the Survivor)

EFFECTIVE DATE

12-31-96

FILED
96 DEC 26 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1101 of the Florida General Corporation Act, Sterling Imperial Farms, Inc., a Florida corporation, and St. Andrews-North, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Sterling Imperial Farms, Inc., into St. Andrews-North, Inc., the latter of which is to survive the merger:

ARTICLE I

That certain Plan and Agreement of Merger (the "Agreement") by and between Sterling Imperial Farms, Inc., a Florida corporation, and St. Andrews-North, Inc., a Florida corporation, attached and made a part hereof was duly approved by all the Directors and Shareholders of Sterling Imperial Farms, Inc., on December 18, 1996, and by all the Directors and Shareholders of St. Andrews-North, Inc., on December 18, 1996.

ARTICLE II

The Articles of Incorporation of St. Andrews-North, Inc., the Surviving Corporation, shall be the Articles of Incorporation of the merged corporation.

ARTICLE III

This Plan and Agreement of Merger shall be effective on December 31, 1996,
(the "effective date").

IN WITNESS WHEREOF, the parties to these Articles of Merger have caused
them to be duly executed by their respective authorized officers.

STERLING IMPERIAL FARMS, INC.

Morton J. Schlossberg
Morton Schlossberg, Secretary

By Harriet Golding
Harriet Golding, President
Date: 12/17/96

ST. ANDREWS-NORTH, INC.

Morton J. Schlossberg
MORTON J. SCHLOSSBERG, Secretary

By Harriet Golding
HARRIET GOLDING, President
Date: 12/17/96

STATE OF NEW YORK
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me by Harriet Golding and
Morton Schlossberg, the President and Secretary, respectively, of Sterling Imperial Farms,
Inc., on behalf of said corporation, who is personally known to me ~~or who produced a~~
~~driver's license as identification~~, this 17 day of December, 1996.

(NOTARY SEAL)

MICHELE SCHLOSSBERG
Notary Public, State of New York
No. 018C6030272
Qualified in New York County
Commission Expires July 11, 1998

Michele Schlossberg
Notary Public, State of New York
Print Name: Michele Schlossberg
Commission No.: _____
Commission Expires: _____

STATE OF *New York*
COUNTY OF *NASSAU*

The foregoing instrument was acknowledged before me by
HARRIET GOLDING and MORTON J. SCHLOSSBERG, the President and
Secretary, respectively, of St. Andrews-North, Inc., on behalf of said corporation, who is
personally known to me ~~or who produced a driver's license as identification~~, this 17 day
of December, 1996.

(NOTARY SEAL)

MICHELE SCHLOSSBERG
Notary Public, State of New York
No. 01SC5030272
Qualified in New York County
Commission Expires July 11, 1997

Michele Schlossberg
Notary Public, State of *New York*
Print Name: *Michele Schlossberg*
Commission No.: _____
Commission Expires: _____

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PLAN AND AGREEMENT OF MERGER

STERLING IMPERIAL FARMS, INC.,
a Florida corporation,

INTO

ST. ANDREWS-NORTH, INC.,
a Florida corporation
(the Survivor/Parent)

Pursuant to Section 607.1104 of the Florida General Corporation Act, Sterling Imperial Farms, Inc. ("Sterling"), a Florida corporation, and St. Andrews-North, Inc., a Florida corporation ("the Survivor/Parent"), on the unanimous consent of the Directors and Stockholders of both corporations, adopt the following Plan and Agreement of Merger for the purpose of merging Sterling Imperial Farms, Inc., into St. Andrews North, Inc., the latter of which is to survive the merger:

WITNESSETH:

WHEREAS, Sterling is a corporation duly organized and existing under the laws of the State of Florida and is a wholly-owned subsidiary of Survivor/Parent, and

WHEREAS, the Survivor/Parent is a corporation duly organized and existing under the laws of the State of Florida which owns all of the issued and outstanding capital stock of Sterling, and

WHEREAS, Sterling and the Survivor/Parent have agreed that Sterling shall merge into Survivor/Parent upon the terms and conditions and in the manner set forth in this agreement and in accordance with the applicable laws of the State of Florida,

NOW, THEREFORE, in consideration of the mutual covenants contained in this agreement, Sterling and the Survivor/Parent, agree as follows:

A. Sterling shall be merged into the Survivor/Parent and the Survivor/Parent shall continue under the laws of the State of Florida as the surviving corporation as follows:

1. The purposes, the registered agent, the address of the registered office, number of directors and the capital stock of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Survivor/Parent and/or the most recent Annual Report of the Survivor/Parent as on file with the office of the Department of State of Florida as of the effective date of this agreement (the "effective date"), December 31, 1996.

2. The Articles of Incorporation and By-Laws of the Survivor/Parent in effect on the effective date shall continue to be the Articles of Incorporation and By-Laws of the Survivor/Parent until they shall be altered, amended or repealed.

3. The persons who, on the effective date, constitute the Board of Directors of the Survivor/Parent shall be the persons constituting the Board of Directors of the Survivor/Parent.

4. The persons who, on the effective date, constitute the officers of the Survivor/Parent shall be the persons constituting the officers of the Survivor/Parent.

B. When this agreement is approved and filed, the separate existence of Sterling shall cease, Sterling shall be merged into the Surviving Corporation, and the Survivor/Parent shall continue unaffected and unimpaired by the merger and shall possess all of the rights and privileges and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged. The title to any real estate, whether vested by deed or otherwise in the constituent corporations under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights of creditors and all liens on the property of the constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the constituent corporations shall then attach to the Survivor/Parent and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

C. The manner and basis of converting and exchanging shares of stock of the constituent corporations shall be as follows:

1. On the effective date, each share of common stock of Sterling ("Sterling stock") issued and outstanding immediately before the effective date, by virtue of the merger and without any action on the part of the holder of shares of such stock, shall be converted into and exchanged for one (1) share of the Survivor/Parent's common stock ("Survivor/Parent's stock").

2. Each issued and outstanding share of the Survivor/Parent's common stock shall continue as one share of common stock of the Survivor/Parent.

D. All shares of the Survivor/Parent's stock for and into which shares of Sterling's stock shall have been converted and exchanged pursuant to this agreement shall be deemed to have been issued in full satisfaction of all rights pertaining to the converted and exchanged shares.

E. Sterling and the Survivor/Parent shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

F. Upon the effective date, the transfer books of Sterling shall be closed and no transfer of shares of Sterling's stock shall be made or consummated thereafter.

G. The Survivor/Parent shall pay all expenses incurred in connection with the transactions contemplated by this agreement.

H. As the Survivor/Parent is the sole stockholder of Sterling, no stockholders have rights under F.S. 607.1104(1)(b)4, (2) or (3).

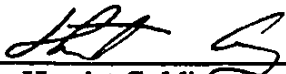
I. This agreement is made pursuant to and shall be construed under the laws of the State of Florida.

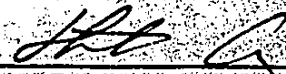
IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations, Sterling and the Survivor/Parent, acting through their duly authorized officers,

have signed this Plan and Agreement of Merger which is effective as of December 31, 1996
(the "Effective Date").

STERLING IMPERIAL FARMS, INC.

ST. ANDREWS NORTH, INC.

By 
Harriet Golding,
President
Date: 12/17/96

By 
Harriet Golding,
President
Date: 12/17/96

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