

538051

LAW OFFICES

NEILL, GRIFFIN, JEFFRIES, FOWLER, TIERNEY & NEILL

CHARTERED

311 SOUTH SECOND STREET

SUITE 200

FORT PIERCE, FLORIDA 34950

RICHARD V. NEILL
CHESTER B. GRIFFIN
MICHAEL JEFFRIES
MICHAEL D. FOWLER
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.
RENÉE C. MARQUIS

MAILING ADDRESS:
POST OFFICE BOX 1270
FORT PIERCE, FL 34954
TELEPHONE (861) 464-8200
FAX (861) 464-2566

September 19, 2000

300003400023--9
-09/21/00--01011--002
***140.00 ***140.00

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/21/00--01009--002
***140.00 ***140.00

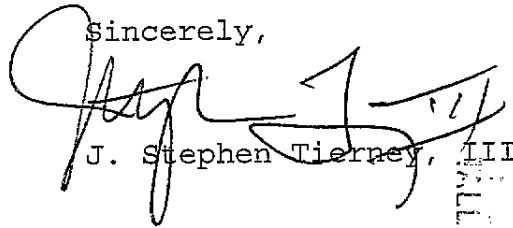
Re: Riverside Fruit Sales, Inc.

Dear Sir/Madam:

Enclosed please find an original and copy of Articles of Merger with attached Plan of Merger in regard to the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees in the amount of \$140.00. Thank you for your cooperation.

Sincerely,


J. Stephen Tierney, III

JST/jw
Enclosures

Merger
9-25-00
JST

FILED
00 SEP 21 AM 8:51
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RIVERSIDE TRANSPORTATION, a Florida corporation, P98000095166

MACAR ENTERPRISES, INC., a Florida corporation, P99000027168

CICCARELLI HOLDING COMPANY, a Florida corporation, L92555

INTO

RIVERSIDE FRUIT SALES, INC., a Florida entity, J38051.

File date: September 21, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>RIVERSIDE FRUIT SALES, INC.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>RIVERSIDE TRANSPORTATION, INC.</u>	<u>FLORIDA</u>

<u>MARCAR ENTERPRISES, INC.</u>	<u>FLORIDA</u>
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<u>CICCARELLI HOLDING COMPANY</u>	<u>FLORIDA</u>
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on
09/19/00 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
9/19/00 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
00 SEP 21 AM 8:51
STATE
TALLAHASSEE, FLORIDA

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

None

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

None

Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>RIVERSIDE FRUIT SALES, INC.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>RIVERSIDE TRANSPORTATION, INC.</u>	<u>FLORIDA</u>
<u>MARCAR ENTERPRISES, INC.</u>	<u>FLORIDA</u>
<u>CICCARELLI HOLDING COMPANY</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows: All assets and liabilities of the merging corporations shall become assets and liabilities of the surviving corporation as of the effective date and the merging corporations shall cease to exist as of the effective date. The surviving corporation shall thenceforth be responsible and liable for all liabilities and obligations of the merging corporations. As Mark Ciccarelli is the sole stockholder of the surviving corporation and sole stockholder of the merging corporations, there will be no exchange of shares of stock or cash and Mark Ciccarelli shall remain 100% owner of the shares of the surviving corporation.

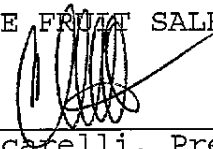
Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: All shares of the merging corporations shall be deemed cancelled as of the effective date. As Mark Ciccarelli is the sole shareholder of the surviving corporation and is the sole shareholder of each merging corporation, there is no need for the conversion of shares to effect a 100% ownership interest in the surviving corporation to the owner of 100% of all shares of the surviving and merging corporations.

(Attach additional sheets if necessary)

The undersigned hereby approves the Plan of Merger stated herein on the date and year indicated.

RIVERSIDE FRUIT SALES, INC.

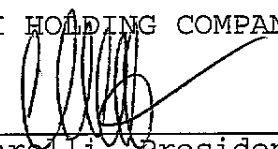
BY



Mark Ciccarelli, President &
Sole Director
Date: Sept 19, 2000

CICCARELLI HOLDING COMPANY

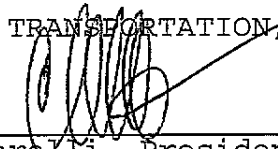
BY



Mark Ciccarelli, President &
Sole Director
Date: Sept 19, 2000

RIVERSIDE TRANSPORTATION, INC.

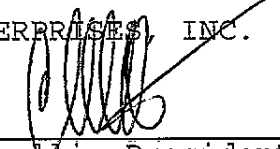
BY



Mark Ciccarelli, President &
Sole Director
Date: Sept 19, 2000

MARCAR ENTERPRISES, INC.

BY



Mark Ciccarelli, President &
Sole Director
Date: Sept 19, 2000