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Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : RAFFERTY, HART, STOLZENBERG, GELLES & TENENHOLTZ, P.A.
Account Number : I20000000207
Phone : (305) 373-0330
Fax Number : (305) 423-3980

LO4-48506

MERGER OR SHARE EXCHANGE

AGRIPOST DADE COUNTY, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 2, 2004

RAFFERTY, HART, STOLZENBERG, CELLES & TENEHOLTZ, P.A.

SUBJECT: AGRIPOST DADE COUNTY, LLC
REF: L04000048506

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.

Pursuant to section 608.438(3)(a), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H04000137774
Letter Number: 704A00043013

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ARTICLES OF MERGER
BY AND BETWEEN
AGRIPOST DADE COUNTY, INC.
A FLORIDA CORPORATION,
AND
AGRIPOST DADE COUNTY, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

M88841
L04-48506

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, entity type, Florida Document Number and FEIN for each merging party are as follows:

Agripost Dade County, Inc.
Address: 1714 Hoban Road N.W., Washington, DC, 20007
Jurisdiction: Florida
Entity Type: Corporation
Florida Document Number: M88841
FEIN: 65-0070336

Agripost Dade County, LLC
Address: 1714 Hoban Road N.W., Washington, DC, 20007
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document Number: L04000048506
FEIN: 20-1314311

SECOND: The exact name, street address of its principal office, jurisdiction, entity type, Florida Document Number and FEIN of the surviving party are as follows:

Agripost Dade County, LLC
Address: 1714 Hoban Road N.W., Washington, DC, 20007
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document Number: L04000048506
FEIN: 20-1314311

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation or Articles of Organization of any corporation or limited liability company that is a party to the merger.

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FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

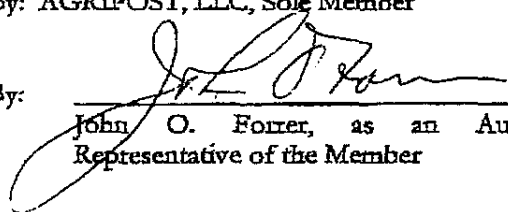
Dated: June 28, 2004.

AGRIPOST DADE COUNTY, INC.

By: 
John O. Forrer, President

AGRIPOST DADE COUNTY, LLC

By: AGRIPPOST, LLC, Sole Member

By: 
John O. Forrer, as an Authorized
Representative of the Member

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PLAN OF MERGER
OF
AGRIPOST DADE COUNTY, INC.
A FLORIDA CORPORATION,
INTO
AGRIPOST DADE COUNTY, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1103 and 608.4381, Florida Statutes, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

FIRST: The name and state of incorporation of each of the constituent companies (the "Constituent Entities") of the merger (the "Merger") is as follows:

NAME	STATE OF INCORPORATION
Agripost Dade County, Inc. 1714 Hoban Road N.W. Washington, DC 20007	Florida
Agripost Dade County, LLC 1714 Hoban Road N.W. Washington, DC 20007	Florida

SECOND: The surviving entity of the Merger is Agripost Dade County, LLC, a Florida limited liability company (the "Surviving Entity").

THIRD: The merger shall be effective as of the filing of the Articles of Merger with the Florida Department of State (the "Effective Time").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Entities is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, the Surviving Entity shall continue its existence as a Florida limited liability company and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Entities; (ii) all debts due to either of the Constituent Entities, on whatever account, all causes in action and all other things belonging to either of the Constituent Entities shall be taken and deemed to be transferred to and shall be vested in the Surviving Entity by virtue of the Merger without further act or

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deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Entities, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

(2) From and after the Effective Time, (i) the Articles of Organization and Operating Agreement of the Surviving Entity, as existing immediately prior to the Effective Time, shall be the Articles of Organization and Operating Agreement of the Surviving Entity subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the members of the Surviving Entity holding office immediately prior to the Effective Time shall be the members of the Surviving Entity, each to serve subject to the Surviving Entity's Articles of Organization and Operating Agreement.

(b) Conversion of Securities

Each share of Agripost Dade County, Inc. common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist. Each membership interest of the Surviving Entity issued and outstanding upon the Effective Time, shall remain issued and outstanding as in effect immediately prior to the Merger.

Dated: June 28, 2004.

AGRIPOST DADE COUNTY, INC., a Florida corporation

By: 

John O. Forrer, President

AGRIPOST DADE COUNTY, LLC, a Florida limited liability company

By: AGRIPOST, LLC, Sole Member/Manager

By: 

John O. Forrer, as Authorized Representative
of a Member
1714 Hoban Road N.W.
Washington, DC 20007

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