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MERGER OR SHARE EXCHANGE

ATLANTIC HOLDING LLC

Certificate of Status	0
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ARTICLES OF MERGER

ATLANTIC SUGAR ASSOCIATION, INC., a Florida corporation (the "Merging Corporation"), and ATLANTIC HOLDING LLC, a Florida limited liability company (collectively, the "Constituent Entities"), submit the following Articles of Merger in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "FLLCA") and Section 607.1109 of the Florida Business Corporation Act (the "FBCA").

ARTICLE I
CONSTITUENT ENTITIES

The exact name, street address of its principal office, jurisdiction, and document number for each of the Constituent Entities are as follows:

Name and Street Address**Jurisdiction**

Atlantic Holding LLC
One North Clematis Street, Suite 200
West Palm Beach, Florida 33401

Florida

Florida Document Registration Number: L05000058204

Name and Street Address**Jurisdiction**

Atlantic Sugar Association, Inc.
26400 Old State Road #80
P.O. Box 1570
Belle Glade, Florida 33430

Florida

Florida Document Registration Number: L10097

The name and jurisdiction of the surviving business entity following the transactions contemplated by these Articles of Merger including the attached Plan of Merger is ATLANTIC HOLDING LLC, a Florida limited liability company (the "Surviving Entity").

ARTICLE II
PLAN OF MERGER

The plan of merger ("Plan of Merger") is set forth in Exhibit A hereto and incorporated herein by reference. The Plan of Merger, which meets the requirements of Section 607.1108 of the FBCA and of Section 608.438 of the FLLCA, was duly adopted and approved by Atlantic Holding LLC and by its sole member in accordance with the applicable requirements of chapter 608, Florida Statutes, on September 9, 2005, and was duly approved by Atlantic Sugar

Association, Inc. and by all of its shareholders in accordance with the applicable requirements of chapter 607, Florida Statutes, on September 9, 2005, respectively.

ARTICLE III
EFFECTIVE DATE

The merger shall become effective as of the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned officer of Atlantic Sugar Association, Inc. and the undersigned duly-authorized officer of the sole member of Atlantic Holding LLC, respectively, have executed these Articles of Merger pursuant to the authority vested in them by the Board of Directors and shareholders, in the case of Atlantic Sugar Association, Inc. and by the sole member, in the case of Atlantic Holding LLC.

ATLANTIC SUGAR ASSOCIATION,
INC., a Florida corporation

ATLANTIC HOLDING LLC, a Florida
limited liability company

By: [Signature]
Name: Armando A. Tabernilla
Title: First Vice President

By: [Signature]
Name: Armando A. Tabernilla
Title: Vice President

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger") is entered into by and between ATLANTIC SUGAR ASSOCIATION, INC., a Florida corporation, and ATLANTIC HOLDING LLC, a Florida limited liability company, for the purposes of merging at the Effective Time (as defined below) Atlantic Sugar Association, Inc. with and into Atlantic Holding LLC in accordance with the Florida Business Corporation Act, the Florida Limited Liability Company Act and the following agreements, terms and provisions set forth herein (the "Merger").

1. Parties to Merger. The name and jurisdiction of formation, organization or incorporation of each party to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Atlantic Holding LLC	Florida
Atlantic Sugar Association, Inc.	Florida

2. Name of Surviving Entity. The name of the surviving business entity into which Atlantic Sugar Association, Inc. plans to merge (the "Surviving Entity") is Atlantic Holding LLC, which shall be the Surviving Entity from and after the Effective Time (as defined below).

3. Terms and Conditions. The terms and conditions of the Merger, in addition to the provisions set forth in that certain Agreement and Plan of Merger dated as of September 9, 2005 among Atlantic Sugar Association, Inc., Atlantic Holding LLC, and the other parties thereto (the "Merger Agreement"), are as follows:

3.1 At the Effective Time Atlantic Sugar Association, Inc. shall be merged with and into Atlantic Holding LLC, the separate existence of Atlantic Sugar Association, Inc. shall cease and Atlantic Holding LLC shall be the Surviving Entity.

3.2 The Merger shall have the effects set forth in Section 607.11101 of the Florida Business Corporation Act and Section 608.4383 of the Florida Limited Liability Company Act.

3.3 The Articles of Organization of Atlantic Holding LLC are not to be amended or changed by the Merger.

4. Manner and Basis of Conversion. At the Effective Time, (i) there will be no change in the membership interests in Atlantic Holding LLC; and (ii) all of the issued and outstanding shares of capital stock and the Revolving Fund Certificates of Atlantic Sugar Association, Inc. held by holders of such capital stock shall, by virtue of the Merger and without any action on the part of the respective holders thereof, become and be converted into the right to receive merger consideration or be canceled, as the case may be, as follows:

(a) all issued and outstanding (i) shares of Class A common stock (excluding any treasury shares) of Atlantic Sugar Association, Inc. (the "Class A Shares") and Class B common stock (excluding any treasury shares) of Atlantic Sugar Association, Inc. (the "Class B Shares"); and (ii) Revolving Fund Certificates of Atlantic Sugar Association, Inc. held by holders of Class B Shares shall be converted into and become the right to receive the following merger consideration:

(i) Merger Consideration for Holders that are not FCC Affiliates. Each Holder that is not an FCC Affiliate (as defined in the Merger Agreement) shall receive, in consideration of such Holder's interest and the obligations of such Holder as set out in the Merger Agreement, a Sugarcane Purchase Agreement in substantially the form attached to the Merger Agreement.

(ii) Merger Consideration for FCC Affiliates. Each Holder that is an FCC Affiliate shall receive, in consideration of such Holder's interest and the obligations of such Holder as set out in this Agreement, 0.000664 shares of the class A stock and 0.0125 shares of the class B common stock of Okeelanta Corporation, a Delaware corporation, for each share of Class B common stock of the Corporation held by such Holder; and

(b) each treasury share of capital stock of Atlantic Sugar Association, Inc., if any, shall be canceled, and no payment shall be made in respect thereof.

5. Managers of the Surviving Entity. The managers of Atlantic Holding LLC, the Surviving Entity, are Donald Carson, Oscar R. Hernandez and Armando Tabernilla, and their business address is as follows: One North Clematis Street, Suite 200, West Palm Beach, Florida 33401.

6. Effective Time. The Effective Time of the Merger shall be as of the date of filing Articles of Merger with the Secretary of State of the State of Florida or at such later time as is specified in the Articles of Merger, which time is sometimes referred to as the "Effective Time".

IN WITNESS WHEREOF, the undersigned officer of Atlantic Sugar Association, Inc. and the undersigned duly-authorized officer of the sole member of Atlantic Holding LLC, respectively, have executed this Plan of Merger pursuant to the authority vested in them by the Board of Directors and shareholders, in the case of Atlantic Sugar Association, Inc. and by the sole member, in the case of Atlantic Holding LLC.

ATLANTIC SUGAR ASSOCIATION,
INC., a Florida corporation

ATLANTIC HOLDING LLC, a Florida
limited liability company

By: OKEELANTA CORPORATION,
its sole member

By: [Signature]
Name: Armando A. Tabernilla
Title: First Vice President

By: [Signature]
Name: Armando A. Tabernilla
Title: Vice President

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