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October 28, 2003

Via Overnight Delivery

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Merger of Thompson Enterprises, Inc.
Florida document No. P98000086954 with and into
Emerald Coast Finest Produce Company, Inc.
Florida Document No. P00000082182

Ladies and Gentlemen:

Enclosed for filing are the following original documents:

1. Articles of Merger of Thompson Enterprises, Inc. with and into Emerald Coast Finest Produce Company, Inc.
2. Plan of Merger for Emerald Coast Finest Produce Company, Inc.
3. Plan of Merger for Thompson Enterprises, Inc.
4. Restatement of the Articles of Incorporation of Emerald Coast Finest Produce Company, Inc.
5. Designation and Acceptance of Registered Agent for Emerald Coast Finest Produce Company, Inc.
6. Our firm check in the amount of \$115.75, made payable to the Division of Corporation. This check represents payment of the filing fees and a certified copy.

Should you have any questions or concerns, please do not hesitate to contact the undersigned. Thank you for your consideration.

Sincerely,


Lydia Brackett
Legal Assistant

:lab
Enclosures

ARTICLES OF MERGER OF THOMPSON ENTERPRISES, INC.
WITH AND INTO EMERALD COAST FINEST PRODUCE COMPANY, INC.

The undersigned domestic corporations do hereby execute the following Articles of Merger pursuant to Sections 607.1105 and 607.1106 of the Florida Business Corporation Act for the purpose of merging THOMPSON ENTERPRISES, INC., a Florida corporation, with and into EMERALD COAST FINEST PRODUCE COMPANY, INC., a Florida corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

Name of Corporation State of Incorporation

THOMPSON ENTERPRISES, INC., Florida

EMERALD COAST FINEST PRODUCE COMPANY, INC., Florida

2. The name which the Surviving Corporation is to have after the merger will be "EMERALD COAST FINEST PRODUCE COMPANY, INC."

3. The AGREEMENT AND PLAN OF MERGER OF THOMPSON ENTERPRISES, INC. AND EMERALD COAST FINEST PRODUCE COMPANY, INC., (the "AGREEMENT AND PLAN OF MERGER") is set forth in Exhibit 1 attached hereto and incorporated herein by reference.

4. The Board of Directors and Shareholders of EMERALD COAST FINEST PRODUCE COMPANY, Inc., the Surviving Corporation in the merger, approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on August 15, 2003,

5. The Board of Directors and Shareholders of Thompson Enterprises, Inc, the merging corporation approved and adopted the Agreement and Plan of Merger on August 15, 2003.

6. The Articles of Incorporation of EMERALD COAST FINEST PRODUCE COMPANY, INC., will be amended and restated in conjunction with the merger.

7. The Bylaws of EMERALD COAST FINEST PRODUCE COMPANY, INC., will not be amended in conjunction with the merger.

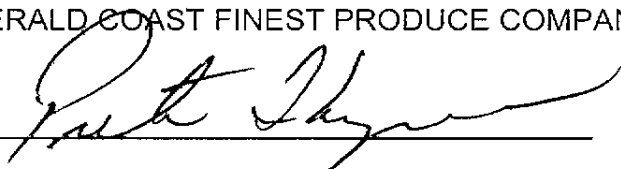
8. These ARTICLES OF MERGER, and the AGREEMENT AND PLAN OF MERGER incorporated herein by reference, shall be effective on the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, these ARTICLES OF MERGER have been signed by the President and Secretary of EMERALD COAST FINEST PRODUCE COMPANY, and

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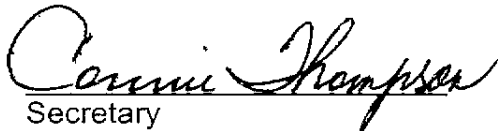
by the President and Secretary of THOMPSON ENTERPRISES, INC., each thereunto duly authorized, as of the 15th day of August, 2003.

EMERALD COAST FINEST PRODUCE COMPANY, *Inc.*

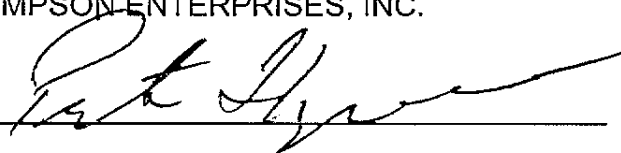
By: 

[CORPORATE SEAL]

ATTEST:

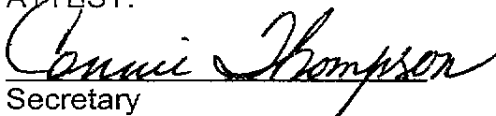

Secretary

THOMPSON ENTERPRISES, INC.

By: 

[CORPORATE SEAL]

ATTEST:


Secretary

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction
EMERALD COAST FINEST PRODUCE COMPANY, <i>Inc.</i>	Florida

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction
THOMPSON ENTERPRISES, INC.	Florida

Third: The terms and conditions of the merger are as follows:

THOMPSON ENTERPRISES, INC. is merging into, and EMERALD COAST FINEST PRODUCE COMPANY, *Inc.* is acquiring, THOMPSON ENTERPRISES, INC. The Board of Directors have recommended that, and EMERALD COAST FINEST PRODUCE COMPANY, *Inc.* will assume, the assets and obligations of THOMPSON ENTERPRISES, INC. Upon merger by filing with the Secretary of State, THOMPSON ENTERPRISES, INC. will cease to exist.

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:

The following stock is issued:

1. THOMPSON ENTERPRISES, INC.:
Preston Thompson and Connie Thompson, estate by the entireties, 100 shares.
2. EMERALD COAST FINEST PRODUCE COMPANY, *Inc.*:
Preston Thompson and Connie Thompson, estate by the entireties, 2,000 shares.

The shareholders of EMERALD COAST FINEST PRODUCE COMPANY, ^{Inc.} and THOMPSON ENTERPRISES, INC. will surrender their shares.

Preston Thompson and Connie Thompson shall receive in return for their THOMPSON ENTERPRISES, INC. shares 2,000 shares of EMERALD COAST FINEST PRODUCE COMPANY, ^{Inc.} stock.

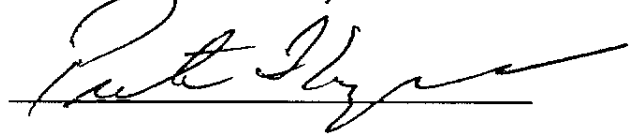
Preston Thompson and Connie Thompson shall receive in return for their EMERALD COAST FINEST PRODUCE COMPANY, ^{Inc.} stock 2,000 shares of EMERALD COAST FINEST PRODUCE COMPANY stock, which will leave 6,000 shares authorized, but not issued stock of EMERALD COAST FINEST PRODUCE COMPANY, ^{Inc.}

THOMPSON ENTERPRISES, INC. is merging into, and EMERALD COAST FINEST PRODUCE COMPANY, INC. is acquiring THOMPSON ENTERPRISES, INC. The directors have recommended that and EMERALD COAST FINEST PRODUCE COMPANY, INC. will assume the assets and obligations of THOMPSON ENTERPRISES, INC. Upon merger filing with the Secretary of State, THOMPSON ENTERPRISES, INC. will cease to exist.

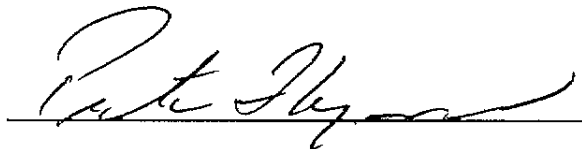
THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:
Restated articles are attached:

IN WITNESS WHEREOF, the undersigned have signed the Plan of Merger on this 15 day of August, 2003.

EMERALD COAST FINEST
PRODUCE COMPANY, ^{Inc.}

A handwritten signature in cursive script, appearing to read "Preston Thompson", written over a horizontal line.

THOMPSON ENTERPRISES, INC.

A handwritten signature in cursive script, appearing to read "Preston Thompson", written over a horizontal line.