

P01000037716

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE 32301 222.2300
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. SOUTHERN BEEF MERGER COMPANY P01000037716
(Corporation Name) (Document #)
- 2. SOUTHERN BEEF COMPANY
(Corporation Name) (Document #)
- 3. _____
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Merger + NC.
G. COULLETTE MAY 09 2001

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE SOUTHERN BEEF COMPANY, a Maryland corporation not qualified

INTO

SOUTHERN BEEF MERGER COMPANY which changed its name to
THE SOUTHERN BEEF CO., a Florida entity, P01000037716.

File date: May 9, 2001

Corporate Specialist: Cheryl Coulliette

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER

of

THE SOUTHERN BEEF COMPANY

with and into

SOUTHERN BEEF MERGER COMPANY

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.1109 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. The Southern Beef Company, a Maryland corporation ("Southern Beef"), shall be merged with and into Southern Beef Merger Company, a Florida corporation ("SBMC"), which shall be the surviving corporation in the merger.

2. The Plan of Merger dated as of April 13, 2001 (the "Plan of Merger") was approved (i) by the sole director and sole shareholder of SBMC in accordance with the applicable provisions of the Florida Business Corporation Act on April 13, 2001 and (ii) by the sole director and sole shareholder of Southern Beef in accordance with the applicable provisions of the Maryland General Corporation Law on April 13, 2001. The Plan of Merger is attached to these Articles of Merger as Attachment A.

3. The merger shall be effective as of the date and time (the "Effective Time") of the filing of these Articles of Merger with the Florida Secretary of State.

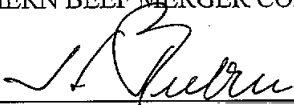
4. Southern Beef is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of SBMC.

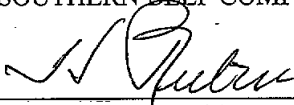
5. Southern Beef has agreed to pay promptly to the dissenting shareholders the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

These Articles of Merger were adopted by each of Southern Beef and SBMC on April 13, 2001.

SOUTHERN BEEF MERGER COMPANY

THE SOUTHERN BEEF COMPANY

By: 
Herman Rubin, President

By: 
Herman Rubin, President

PLAN OF MERGER

of

**THE SOUTHERN BEEF COMPANY,
a Maryland corporation,**

with and into

**SOUTHERN BEEF MERGER COMPANY,
a Florida corporation**

This Plan of Merger (the "Plan") is dated as of April 13, 2001 between The Southern Beef Company, a Maryland corporation ("Southern Beef"), and Southern Beef Merger Company, a Florida corporation ("SBMC").

Recitals

A. Section 3-109 of the Maryland General Corporation Law (the "Maryland Act") and Section 607.1107 of the Florida Business Corporation Act (the "Florida Act"), the Charter and Bylaws of Southern Beef and the Articles of Incorporation and Bylaws of SBMC permit the merger of Southern Beef with and into SBMC (the "Merger"), which shall be the surviving entity in the Merger.

B. The Board of Directors of Southern Beef has determined that it is advisable and to the advantage and welfare of Southern Beef that the Merger be consummated on the terms set forth in this Plan.

C. The Plan was approved and adopted by (i) the sole stockholder of Southern Beef on April 13, 2001 and (ii) the sole shareholder of SBMC on April 13, 2001.

D. Southern Beef and SBMC intend that the Merger constitute an exchange described in Section 721 of the Internal Revenue Code of 1986, as amended (the "Code"), and a complete liquidation of Southern Beef pursuant to Section 332 of the Code.

Plan

1. Existence of the Surviving Company. Upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time"), Southern Beef shall be merged with and into SBMC, and SBMC shall be the surviving entity. The identity, existence, purposes, powers, franchises, rights and immunities of SBMC shall continue unaffected and unimpaired by the Merger. The identity, existence, purposes, powers, franchises, rights and immunities of Southern Beef shall be merged with and into SBMC, and the separate existence of Southern

Beef, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger.

2. Name Change. At the Effective Time, Article I of the Articles of Incorporation of SBMC shall be changed to read as follows:

The name of this Florida corporation is The Southern Beef Co. (the "Corporation").

3. Conversion of Interests. The manner and basis of converting the stock of each of Southern Beef and SBMC shall be as follows:

(a) all shares of stock of Southern Beef (the "Southern Beef Stock") that are outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled without payment of any consideration and without any conversion;

(b) the holders of Southern Beef Stock shall cease to have any rights with respect to the Southern Beef Stock; and

(c) the stock of SBMC issued and outstanding before the Effective Time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed as of the day and year first written above.

THE SOUTHERN BEEF COMPANY

By: 
Herman Rubin, President

SOUTHERN BEEF MERGER COMPANY

By: 
Herman Rubin, President