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Green Schoenfeld & Kyle LLP

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Division of Corporations

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4/8 merger

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SCOTT'S WESPACK MEATS AND CONVENIENCE STORE, INC.

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ARTICLES OF MERGER
of
UTHUPPAN PROPERTIES, LLC
a Florida limited liability company
into
SCOTT'S WESPACK MEATS AND CONVENIENCE STORE, INC.
a Florida corporation

104-42788
104-88545

THESE ARTICLES OF MERGER are hereby entered into by and between Uthuppan Properties, LLC, a Florida limited liability company, whose principal office is 2469 Edison Avenue, Fort Myers, Florida 33901, and Scott's Wespac Meats and Convenience Store, Inc., a Florida corporation, whose principal office is 2469 Edison Avenue, Fort Myers, Florida 33901, effective as of May 31, 2005.

Under Sections 608.4382 and 607.1109 of the Florida Statutes, Uthuppan Properties, LLC and Scott's Wespac Meats and Convenience Store, Inc. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated May 31, 2005 ("Plan of Merger") between Uthuppan Properties, LLC and Scott's Wespac Meats and Convenience Store, Inc. was approved and adopted by the sole member of Uthuppan Properties, LLC on May 31, 2005 and was adopted by the sole shareholder of Scott's Wespac Meats and Convenience Store, Inc. on May 31, 2005.

2. Under the Plan of Merger, all issued and outstanding membership interests of Uthuppan Properties, LLC will be acquired by means of a merger of Uthuppan Properties, LLC into Scott's Wespac Meats and Convenience Store, Inc., with Scott's Wespac Meats and Convenience Store, Inc., as the surviving entity (the "Merger").

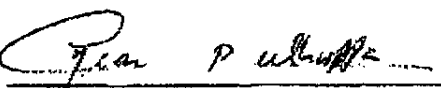
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

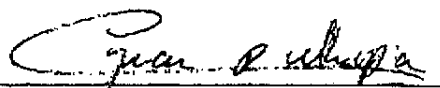
4. The date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on May 31, 2005.

ATTEST:

Uthuppan Properties LLC


Cyrille P. Uthuppan, Manager

By: 
Cyrille P. Uthuppan, Sole Member

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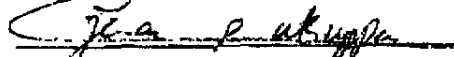
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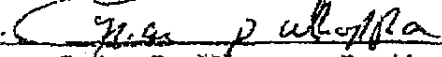
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ATTEST:


Cyriac P. Uthuppan, Secretary

Scott's Wespack Meats and Convenience Store, Inc.

By: 
Cyriac P. Uthuppan, President and Sole
Shareholder

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of May 31, 2005 (the "Effective Date"), by and among:

- (i) Uthuppan Properties, LLC, a Florida limited liability company (the "Florida Company"); and
- (ii) Scott's Wespac Meats and Convenience Store, Inc., a Florida corporation (the "Florida Corporation"); and
- (iii) Cyriac P. Uthuppan ("Uthuppan"), individually, as the sole member and manager of the Florida Company and the sole shareholder and member of the Board of Directors of the Florida Corporation.

WHEREAS, the parties hereto desire to submit and adopt a plan of merger in accordance with Sections 608.438 and Section 607.1101 of the Florida Statutes;

WHEREAS, the parties hereto deem it advisable that the Florida Company be merged into the Florida Corporation pursuant to this Agreement and in accordance with the applicable statutes of the State of Florida;

WHEREAS, all of the Membership Interests in the Florida Company and the Common Stock of the Florida Corporation are wholly owned by Uthuppan and it is the intent of the parties hereto that the Membership Interest of Uthuppan in the Florida Company shall be merged into the Common Stock of Uthuppan in the Florida Corporation;

NOW, THEREFORE, the parties hereto agree as follows:

1. **Transfer of Property and Liabilities.** Upon the Effective Date of the merger, the separate existence of the Florida Company shall cease; and the Membership Interest of Uthuppan in the Florida Company shall be merged into the Common Stock of Uthuppan in the Florida Corporation. Upon the filing of Articles of Merger and this Agreement with the State of Florida, the Florida Corporation shall possess all the rights, privileges, immunities, powers, and purposes, and all the property, real and personal, causes of action, and every other asset of the Florida Company, and shall assume and be liable for all the liabilities, obligations, and penalties of the Florida Company, in accordance with the Florida Limited Liability Company's Act and the Florida Business Corporation Act.
2. **Continuation of Florida Corporation.** Following the merger, the existence of the Florida Corporation shall continue unaffected and unimpaired by the merger, with all the rights, privileges, immunities, and powers, and subject to all the duties and liabilities, of a corporation organized under the laws of the State of Florida. The Certificate of Incorporation and Bylaws of the Florida Corporation, as in effect on the Effective Date, shall continue in full force and effect and shall not be changed in any manner by the merger. The officers and directors of Florida Corporation immediately

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prior to the Effective Date shall continue as the officers and directors of the Florida Corporation.

3. **Conditions Precedent.** All conditions precedent to the execution of this Agreement have been satisfied, including, but not limited to, any necessary consents of the ownership of the Florida Corporation and the Florida Company.

IN WITNESS WHEREOF, the parties have entered into this Agreement effective as of the Effective Date.

Witnesses:

CYRIAC P UTHUPPAN

FLORIDA CORPORATION:

Scott's Wespac Meats and Convenience
Store, Inc., a Florida corporation

By: Cyriac P. Uthuppan

Cyriac P. Uthuppan, President

Address: 2469 Edison Avenue
Fort Myers, Florida 33901

Dated: May 31, 2005

Witnesses:

CYRIAC P UTHUPPAN

FLORIDA COMPANY:

Uthuppan Properties, LLC,
a Florida limited liability company

By: Cyriac P. Uthuppan

Cyriac P. Uthuppan, Manager

Address: 2469 Edison Avenue
Fort Myers, Florida 33901

Dated: May 31, 2005

Witnesses:

CYRIAC P UTHUPPAN

By: Cyriac P. Uthuppan

Cyriac P. Uthuppan

Address: 2469 Edison Avenue
Fort Myers, Florida 33901

Dated: May 31, 2005