

P93000049470

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March 5, 2002

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Family Farms and Services, L.L.C./
Long Lake Enterprises, Inc.

Gentlemen:

Enclosed please find Articles of Merger of Family Farms and
Services, L.L.C. into Long Lake Enterprises, Inc. Please file said
Articles.

I am also enclosing herewith our check in the amount of \$35.00 to
cover the filing fee.

Thanking you for your continued assistance, I remain,

Sincerely,

Marcia L. Hall

Marcia L. Hall
Secretary to Paul D. Newell

encl.
File #12635

200005072572--8
-03/08/02--01027--021
*****35.00 *****35.00

200005072572--8
-03/20/02--01012--007
*****25.00 *****25.00

L-11488

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DIVISION OF CORPORATIONS
02 MAR 20 AM 8:25

LC
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ff

FF \$60.00

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FAMILY FARMS & SERVICES, L.L.C. a Florida entity L00000011488

INTO

LONG LAKE ENTERPRISES, INC., a Florida entity, P93000049470.

File date: March 20, 2002

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 11, 2002

MARCIA L. HALL
PAUL D. NEWELL, P.A.
PO BOX 1369
KEYSTONE HEIGHTS, FL 32656-1369

SUBJECT: LONG LAKE ENTERPRISES, INC.
Ref. Number: P93000049470

We have received your document for LONG LAKE ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

The filing fee for the merger is \$60, and is based on both parties to the merger. The fee for the corporation is \$35, and the fee for the LLC is \$25. Please return this letter with a check for the remaining \$25 due.

Please return 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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 202A00014615

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ARTICLES OF MERGER
OF
FAMILY FARMS AND SERVICES, L.L.C., a Florida
Limited Liability Company,

.....into.....

LONG LAKE ENTERPRISES, INC., a Florida Corporation.

Pursuant to Florida Statutes 607.1105 and 608.4382, (the "Acts"), FAMILY FARMS AND SERVICES, L.L.C., a Florida Limited Liability Company and LONG LAKE ENTERPRISES, INC., a Florida corporation, hereby adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated September 20, 2001 ("Plan of Merger"), between the parties hereto was approved and adopted by the shareholder of FAMILY FARMS AND SERVICES, L.L.C., a Florida Limited Liability Company, and was adopted by the Board of Directors of LONG LAKE ENTERPRISES, INC., a Florida corporation (since shareholder approval is not required by the shareholders of LONG LAKE ENTERPRISES, INC. by virtue of Florida Statute 607.1103(1) and 607.1103(7) on the 20th day of September, 2001.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of FAMILY FARMS AND SERVICES, L.L.C.'s stock will be acquired by means of a merger of FAMILY FARMS AND SERVICES, L.L.C. into LONG LAKE ENTERPRISES, INC., with said LONG LAKE ENTERPRISES, INC., the surviving corporation ("Merger").

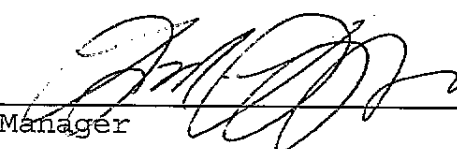
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

4. Pursuant to Florida Statute 607.1105(1)(b), 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 set their hands this 20th day of September, 2001.

ATTEST:

FAMILY FARMS AND SERVICES, L.L.C.
a Florida Limited Liability Company

By: 
Manager

(Company Seal)

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02 MAR 2001 AM 8:26

ATTEST:

LONG LAKE ENTERPRISES, INC.,
a Florida corporation

By: _____

President

(Corporate Seal)

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Exhibit "A"

PLAN OF MERGER OF
FAMILY FARMS AND SERVICES, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY
INTO LONG LAKE ENTERPRISES, INC., A FLORIDA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER, dated the 20th day of September, 2001, is made by and among LONG LAKE ENTERPRISES, INC., a Florida corporation ("Parent"), and FAMILY FARMS AND SERVICES, L.L.C., a Florida Limited Liability Company ("Subsidiary") (collectively the "Constituent Entities").

WITNESSETH:

WHEREAS, Subsidiary desires to merge with and into Parent, with Parent being the surviving corporation (the "Merger") on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Parent owns 100% percent of Subsidiary's outstanding Common Stock; and

WHEREAS, the Board of Directors of Parent has determined that it is advisable that Subsidiary be merged into Parent, on the terms and conditions set forth, in accordance with Florida Statute 608.438 (the "Act").

NOW THEREFORE, in consideration of the promises and mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean September 20, 2001.
2. On the Effective Date, Subsidiary shall be merged with and into Parent. The separate existence of Subsidiary shall cease at the Effective Date and the existence of Parent shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of Florida.
3. The Plan of Merger has been approved by both parties hereto in accordance with s. 608.4382 of the Act. Parent shall deliver notice of the Merger to the remaining shareholders of Subsidiary. Parent agrees not to file Articles of Merger with the Florida Secretary of State in accordance with the Act until at least 30 days after the notice is mailed (unless the remaining shareholders of Subsidiary waive such notice in writing).

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ARTICLE II

EFFECTS OF THE MERGER

At the Effective Date, Parent shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in s. 608.4383 of the Act.

ARTICLE III

TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Subsidiary's Common Stock into shares of Parent Stock shall be as follows:

1. Each share of Subsidiary's common stock (the "Subsidiary Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one share of the presently authorized and unissued shares of the common stock of Parent (the "Parent Common Stock"); provided that no fractional share of Parent Common Stock shall be issued or exchanged for shares of Subsidiary Common Stock. Notwithstanding the foregoing, each share of Subsidiary Common Stock held by Parent shall, by virtue of the Merger and without any action on the part of Parent, be cancelled simultaneously with the effectiveness of the Merger.

2. There are no former holders of Subsidiary Common Stock who would be entitled to receive fractional shares of Parent Common Stock.

3. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of Subsidiary.

ARTICLE IV

DISSENTERS' RIGHTS

Shareholders of Subsidiary who, except for the applicability of Florida Statute 607.1104 which provides that a vote of the Parent's or Subsidiary's shareholders is not required to approve the Merger, would be entitled to vote on the Merger and who wish to dissent, are entitled, if the shareholder complies with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of such shareholder's shares.

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ARTICLE V

ASSIGNMENT

If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Parent the title to any property or rights of Subsidiary, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Subsidiary as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Parent.

ARTICLE VI

EXPENSES

Parent shall pay all expenses of accomplishing the Merger.

ARTICLE VII

AMENDMENT

At any time before the filing with the Florida Secretary of State of the Articles of Merger to be filed in connection with this Plan, the Directors of Parent may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VIII

TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Parent, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Parent. Upon termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Parent or Subsidiary, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands this 20th day of September, 2001.

PARENT:

(Corporate Seal)

LONG LAKE ENTERPRISES, INC.,
a Florida corporation

By: 

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SUBSIDIARY:

FAMILY FARMS AND SERVICES, L.L.C.
a Florida corporation

(Company Seal)

By: _____
Manager

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