

Film 1ST

WALTERS  
LEVINE  
BROWN  
KLINGENSMITH  
MILONAS  
& THOMISON P.A.  
ATTORNEYS AT LAW

October 28, 1998

P94000029 186

VIA U.P.S NEXT DAY AIR

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314

ELINOR E. BAXTER  
EVAN N. BERLIN  
JOHN E. BROWN\*  
H. JACK KLINGENSMITH  
STUART JAY LEVINE  
TASO M. MILONAS\*\*  
ALAN M. ORAVEC\*\*\*\*  
LEIGH E. THOMAS  
JAMES E. THOMISON\*\*\*  
JOEL W. WALTERS\*\*\*\*

\* Board Certified Real Estate Attorney  
\*\* Board Certified Tax Attorney  
\*\*\* Board Certified Health Law Attorney  
\*\*\*\* Certified Circuit Court Mediator

Re: Williams Farms of Homestead, Inc.

4156-001

Dear Sir or Madam:

We are enclosing an original and one copy of the following for filing:

1. Articles of Amendment to Articles of Incorporation for Williams Farms of Homestead, Inc.;
2. Articles of Merger of Williams Farms of Homestead, Inc. and Dan Williams & Sons, Inc.; and
3. Articles of Incorporation for Williams Farms Land Holding Company.

Enclosed are two (2) checks totaling the amount of \$297.50 to cover the filing and certification fees for each instrument.

Please file the above-described Articles in the order listed above, certify the enclosed copies and return the certified copies to us in the envelope provided.

Thank you for your attention to this matter.

Amend  
NFS 11-10-98

Sincerely yours, 000002678410--8

-11/03/98--01006--002  
\*\*\*\*\*297.00 \*\*\*\*\*43.75  
Eileen Archdeacon  
Eileen Archdeacon, Legal Assistant to  
Taso M. Milonas

TMM/ea

Enclosures

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WILLIAMS FARMS OF HOMESTEAD, INC.

FILED  
98 OCT 30 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WILLIAMS FARMS OF HOMESTEAD, INC. (the "Corporation"), a for profit corporation organized and existing under the laws of the State of Florida, in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on the 18th day of April, 1994, under the name "WILLIAMS FARMS OF HOMESTEAD, INC."

2. The amendment to the existing Articles of Incorporation being effected hereby is a change in the capital structure of the Corporation as it exists as of the date hereof to two classes of common stock, as set forth in the Plan of Reorganization of Williams Farms of Homestead, Inc. attached hereto as Exhibit "A".

3. These Articles of Amendment were unanimously approved by joint written action of the directors and the stockholders of the Corporation as of the 15th day of September, 1998.

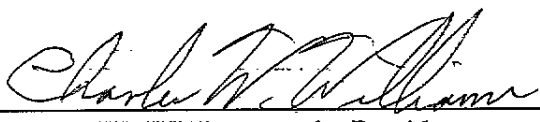
4. After payment of all required taxes and fees, these Articles of Amendment are to be effective upon filing these articles with the Secretary of State's office, at which time the existing paragraph IV of the Articles of Incorporation of the Corporation shall be deleted in its entirety and the following paragraph shall be substituted in its place and stead:

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock having a par value of one dollar (\$1.00) per share, consisting of two classes as follows: (i) 3,000 shares of voting common stock to be designated the "Class A" stock; and (ii) 7,000 shares of non-voting

common stock to be designated the "Class B" stock. Except as otherwise provided above, each class of stock shall be identical to the other.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to Articles of Incorporation to be executed by its President as of the 15th day of October, 1998.

WILLIAMS FARMS OF HOMESTEAD, INC.

By:   
Charles W. Williams, as its President

PLAN OF REORGANIZATION  
OF  
WILLIAMS FARMS OF HOMESTEAD, INC.

THIS PLAN OF REORGANIZATION (the "Plan") is made and entered into as of the 1st day of October, 1998, by and between WILLIAMS FARMS OF HOMESTEAD, INC., a for profit corporation organized and existing under the laws of the State of Florida, (the "Corporation") and the CHARLES W. WILLIAMS REVOCABLE TRUST (referred to as the "Stockholder").

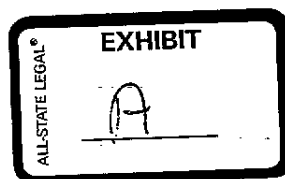
WITNESSETH:

WHEREAS, the Corporation and the Stockholder recognize that current management will not be willing and/or able to manage the Corporation indefinitely into the future; and

WHEREAS, the Corporation and the Stockholder would like to promote the interests of the Corporation by allowing selected officers, key employees and others to acquire a proprietary interest in the Corporation; and

WHEREAS, acquiring a proprietary interest in the Corporation will allow such persons the opportunity to participate in the future growth and success of the Corporation, thereby instilling in these persons a sense of loyalty toward the Corporation and helping to develop a pool of talent from which future management can be selected and others who in their capacity as shareholders will guide the future of the Corporation; and

WHEREAS, the Stockholder would like to implement a capital structure that will facilitate the smooth and orderly management of the Corporation in the event of the death of one or more of such individuals;



NOW, THEREFORE, in consideration of the mutual covenants, conditions and promises made herein, the sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Recapitalization. The parties hereto agree to change the current capital structure of the Corporation from 1,000 shares of common stock, having a par value of \$1.00 per share, to 10,000 shares of common stock, having a par value of \$1.00 per share, consisting of two classes as follows: (i) 3,000 shares of voting common stock to be designated the "Class A" stock; and (ii) 7,000 shares of non-voting common stock to be designated the "Class B" stock. Except as otherwise provided above, the shares of each class shall be identical to the other.

2. Amendment to Articles of Incorporation. The Stockholders shall cause the Articles of Incorporation of the Corporation to be amended by filing with the Florida Secretary of State's Office Articles of Amendment to the Articles of Incorporation that delete in their entirety the provisions of the present Article IV and substituting in their place the following:

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock having a par value of one dollar (\$1.00) per share, consisting of two classes as follows: (i) 3,000 shares of voting common stock to be designated the "Class A" stock; and (ii) 7,000 shares of non-voting common stock to be designated the "Class B" stock. Except as otherwise provided above, each class of stock shall be identical to the other.

3. Conversion of Shares. Upon filing of the Articles of Amendment, the issued and outstanding stock of the Corporation shall be converted into the newly authorized stock of the Corporation, as follows:

(a) Each share of the presently issued and outstanding stock of the Corporation shall be converted into 0.30 shares of Class A stock and 0.70 shares of Class B stock.

(b) In the event the conversion referred to in subparagraph (a) above would otherwise result in the issuance of any fractional share or shares, then instead of issuing such fractional share or shares, such fraction or fractions shall automatically be rounded off to an additional share in the event the fraction is greater than one-half (1/2) or eliminated entirely in the event the fraction is one-half (1/2) or less.

4. Shareholder Approval. The Stockholders agree to vote their capital stock in the Corporation presently owned by them, and shall do and perform any and all other acts, so as to cause the purpose and intent of this Plan to be fully and expeditiously implemented in accordance with applicable laws of the State of Florida at meetings to be convened by the Stockholders and/or written consents to be executed by the Stockholders on or before September 30, 1998.

5. Abandonment of Plan. This Plan may be abandoned by action of the Board of Directors of the Corporation at any time prior to the effective date if the Plan is not approved by the Stockholders on or before September 30, 1998.

6. Tax Consequences. It is intended that the recapitalization of the current capital structure of the Corporation as set forth herein shall constitute a tax-free reorganization for federal income tax purposes under Section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended, or any statute of similar import, or any regulations promulgated thereunder. The parties hereto are authorized and directed to take any and all actions that may be necessary or appropriate to carry out the foregoing intent.

7. Counterpart Execution. This Plan may be executed in one or more counterparts that when taken together shall constitute one and the same instrument.

ATTEST:

BY: Dale C. Williams  
Dale C. Williams, as its Secretary

"Corporation"

Chris S. Baker

"Stockholder"