

*File 2nd*

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

October 28, 1998

**P94000029186**

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.

Sincerely yours, 200002678412--2

-11/03/98--01006--002

\*\*\*\*297.00 \*\*\*\*\*78.75

*merger*  
*LFB*

*11-10-98*

*Eileen Archdeacon*  
Eileen Archdeacon, Legal Assistant to  
Taso M. Milonas

TMM/ea

Enclosures

NORTHERN TRUST PLAZA 1515 RINGLING BLVD. SUITE 900 SARASOTA, FL 34236 • P.O. BOX 1479 SARASOTA, FL 34230-1479  
(941) 364-8787 • FAX: (941) 361-3023 • WEBSITE: www.walterslevine.com • EMAIL: walterslevine@msn.com

FILED  
98 OCT 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
----- Merger Sheet

-----  
MERGING:

DAN WILLIAMS & SONS, INC., a Florida corporation (Document #282741)

INTO

**WILLIAMS FARMS OF HOMESTEAD, INC.,** a Florida corporation,  
P94000029186

File date: October 30, 1998

Corporate Specialist: Louise Flemming-Jackson

ARTICLES OF MERGER  
OF  
WILLIAMS FARMS OF HOMESTEAD, INC.  
AND  
DAN WILLIAMS & SONS, INC.

FILED  
98 OCT 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporations have adopted the following Articles of Merger for the purpose of merging the undersigned corporations into one of such corporations.

1. The names of the corporations that are parties to the merger contemplated herein are WILLIAMS FARMS OF HOMESTEAD, INC., a for profit corporation chartered under the laws of the State of Florida, and DAN WILLIAMS & SONS, INC., a for profit corporation chartered under the laws of the State of Florida. Following the merger, WILLIAMS FARMS OF HOMESTEAD, INC. will be the surviving corporation.


2. The Plan of Merger, attached hereto as Exhibit "A", was approved by the unanimous written consent of the directors and shareholders of each corporation as of the 15th day of September, 1998.

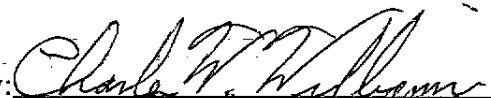
3. After payment of all required taxes and fees, these Articles of Merger are to be effective upon the 30th day of October, 1998.

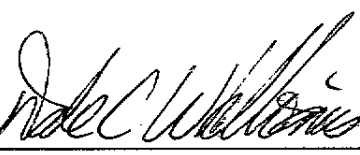
DATED as of the 15th day of October, 1998.

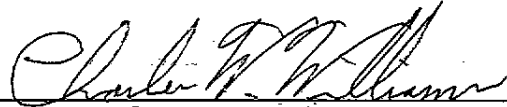
ATTEST:

WILLIAMS FARMS OF HOMESTEAD,  
INC.

By:   
Dale C. Williams, as its Secretary

By:   
Charles W. Williams, as its President

By:   
Dale C. Williams, as its Secretary

DAN WILLIAMS & SONS, INC.  
By:   
Charles W. Williams, as its President

PLAN OF MERGER  
OF  
WILLIAMS FARMS OF HOMESTEAD, INC.  
AND  
DAN WILLIAMS & SONS, INC.

THIS PLAN OF MERGER (the "Plan") is made and proposed as of the 1st of October, 1998, by and between the Boards of Directors of WILLIAMS FARMS OF HOMESTEAD, INC. ("Williams Farms") and DAN WILLIAMS & SONS, INC. ("Dan Williams").

WITNESSETH:

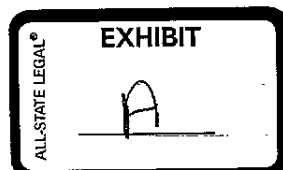
WHEREAS, Williams Farms was chartered under the laws of the State of Florida as a for-profit corporation on the 18th day of April, 1994; and

WHEREAS, Dan Williams was chartered under the laws of the State of Florida as a for-profit corporation effective as of the 24th day of June, 1964; and

WHEREAS, the directors of each corporation believe it to be desirable and in the best interests of the corporations to be merged;

NOW, THEREFORE, in consideration of the foregoing premises, the undersigned, being all of the directors of Williams Farms and Dan Williams, propose the following Plan to meet these objectives:

1. Merger. Williams Farms and Dan Williams shall be merged. Following the merger, Williams Farms will be the surviving corporation. All of the assets, contracts, agreements and liabilities of Dan Williams will be transferred, conveyed, assigned and assumed by Williams Farms.



2. Terms and Conditions. On the effective date of the merger, the separate existence of Dan Williams shall cease and Williams Farms shall succeed to all the rights, privileges, immunities and franchises and all the property, real, personal and mixed of Dan Williams without the necessity for any separate transfer. Williams Farms shall thereafter be responsible and liable for all liabilities and obligations of Williams Farms and neither the rights of creditors nor any liens on the property of Dan Williams shall be impaired by the merger.

3. Conversion of Shares. The manner and basis for converting shares of stock in Dan Williams into shares of stock in Williams Farms shall be as provided below:

a. Williams Farms has a capitalization of Ten Thousand (10,000) shares of authorized common stock with par value of one dollar (\$1.00) per share, consisting of Three Thousand (3,000) shares of "Class A" voting stock of which Six Hundred (600) shares are issued and outstanding and Seven Thousand (7,000) shares of "Class B" non-voting stock of which One Thousand Four Hundred (1,400) shares are issued and outstanding shares are issued and outstanding.

b. Dan Williams has a capitalization of Two Hundred (200) authorized shares of common stock with no par value, of which ninety-six (96) shares are currently issued and outstanding.

c. Upon the effective date of the merger, as set forth in paragraph 12 below, each issued and outstanding share of Dan Williams stock described in subparagraph b above shall be converted into one (1) share of newly issued "Class A" common stock and one (1) share of "Class B" non-voting stock in Williams Farms.

d. As of the effective date of the merger, each holder of certificates for shares of common stock in Dan Williams shall surrender them to Williams Farms or its duly appointed agent in such manner as Williams Farms shall legally require. On receipt of such share certificates, Williams Farms shall issue and exchange therefore certificates for shares of common stock in Williams Farms, representing the number of shares of stock to which each holder is entitled as provided above.

e. Holders of certificates of common stock of Dan Williams shall not be entitled to dividends payable on shares of stock in Williams Farms unless and until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of Williams Farms issuable to such shareholder hereunder that may have been declared and paid between the effective date of the merger contemplated herein and the issuance to such shareholder of the certificate for such shareholder's stock in Williams Farms.

4. Articles of Merger. Upon approval of this Plan, as set forth in paragraph 9 below, the directors shall cause to be filed the Articles of Merger with the Secretary of State of the State of Florida merging Williams Farms and Dan Williams.

5. Articles of Incorporation. Williams Farms' articles of incorporation shall continue to be its articles of incorporation following the effective date of the merger.

6. Bylaws. Williams Farms' bylaws shall continue to be its bylaws following the effective date of the merger.

7. Directors and Officers. On the effective date of the merger, Williams Farms' directors and officers shall continue as Williams Farms' directors and officers for the full unexpired terms of their offices and until their successors have been elected to appointed and qualified.

8. Prohibited Transactions. Neither Williams Farms nor Dan Williams shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

9. Approval. The shareholders and directors of each corporation shall vote in favor of the Plan, 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 law.

10. Abandonment of Plan. This Plan may be abandoned by action of the directors of either corporation at any time prior to the effective date.

11. Tax Consequences. It is intended that the proposed merger of the corporations as set forth herein shall constitute a tax-free reorganization for federal income tax purposes under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, or any statute of similar import, or any regulations promulgated thereunder.

12. Effective Date. All of the actions contemplated herein shall be effective as of the 30th day of October, 1998.

13. Further Action. The proper officers of each corporation shall be authorized to take such additional actions as they deem necessary or appropriate to carry out the intent and accomplish the purposes of the Plan.

DATED as of the day and date first above written.

ATTEST:

WILLIAMS FARMS OF HOMESTEAD,  
INC.

Ottis J. Baber

By: Charles W. Williams

Charles W. Williams, Director

"Williams Farms"

DAN WILLIAMS & SONS, INC.

Ottis J. Baber

By: Charles W. Williams

Charles W. Williams, Director

"Dan Williams"