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MERGER OR SHARE EXCHANGE

NOVEMBER HILL, INC. (a Virginia corporation)

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GALBRAITH FARMS, INC., a Florida corporation, P94000072627

INTO

NOVEMBER HILL, INC., a Virginia corporation not qualified in Florida.

File date: December 21, 2000, effective December 31, 2000

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 21, 2000

GALBRAITH FARMS, INC.
360 CENTRAL AVE
SUITE 1300
ST PETERSBURG, FL 33701

SUBJECT: GALBRAITH FARMS, INC.
REF: P94000072627

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Karen Gibson
Corporate Specialist

FAX Aud. #: H00000066428
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER

MERGER OF
GALBRAITH FARMS, INC. (a Florida corporation)
INTO
NOVEMBER HILL, INC. (a Virginia corporation)

EFFECTIVE DATE
12-31-00

The undersigned corporations, in accordance with §607.1105 of the Florida Business Corporation Act, and § 13.1-720 of the Virginia Stock Corporation Act, hereby adopt the following Articles of Merger:

ARTICLE I: PARTIES

The parties to these Articles of Merger (herein the "Articles of Merger") are Galbraith Farms, Inc., a Florida corporation (hereinafter "GFI"), and November Hill, Inc., a Virginia corporation (hereinafter "November Hill"), (collectively, GFI and November Hill hereinafter referred to as the "Merging Corporations").

ARTICLE II: SURVIVING CORPORATION

The corporation to survive the merger is November Hill, Inc., a Virginia corporation, which shall continue under the name of November Hill, Inc.

ARTICLE III: ARTICLES OF INCORPORATION

The Articles of Incorporation of November Hill shall not be changed by virtue of the merger.

ARTICLE IV: TERMS AND CONDITIONS

A. The plan of merger (herein the "Plan of Merger") submitted to the members of the board of directors (herein the "Board of Directors") and sole shareholder (herein the "Shareholder") of the Merging Corporations is attached hereto as Exhibit "A".

B. These Articles of Merger and the Plan of Merger were unanimously adopted by the Shareholders of:

- (1) GFI on December 12, 2000; and
- (2) November Hill on December 12, 2000.

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ARTICLE V: ADOPTION

These Articles of Merger and the Plan of Merger were unanimously adopted by the Board of Directors of:

- (1) GFI on December 12, 2000; and
- (2) November Hill on December 12, 2000.

ARTICLE VI: STATEMENT AS TO SHARES

The manner in which the issued shares of GFI and November Hill will be exchanged, classified or cancelled is as follows:

- A. Each share of common stock of GFI outstanding prior to these Articles of Merger becoming effective shall be cancelled upon the filing of these Articles of Merger.
- B. Each share of common stock of November Hill outstanding prior to these Articles of Merger becoming effective shall continue to represent one share of common stock of November Hill, the Surviving Corporation.

ARTICLE VII: EFFECTIVE DATE

Pursuant to § 13.1-606 of the Virginia Stock Corporation Act, the Certificate of Merger shall become effective at 11:59 p.m. on December 31, 2000.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 12th day of December, 2000.

GALBRAITH FARMS, INC., a Florida corporation

By: John W. Galbraith
John Wm. Galbraith, as its President

(Corporate Seal)

NOVEMBER HILL, INC., a Virginia corporation

By: John W. Galbraith
John Wm. Galbraith, as its President

(Corporate Seal)

Exhibits: "A" - Plan of Merger

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EXHIBIT A

**PLAN OF MERGER
merging
GALBRAITH FARMS, INC.
(a Florida corporation)
into
NOVEMBER HILL, INC.
(a Virginia corporation)**

The following plan of merger (hereinafter the "Plan of Merger") is hereby established in accordance with Section 13.1-716 of the Virginia Stock Corporation Act and the Florida Business Corporation Act.

1. **Parties to the Merger.** Pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and the relevant provisions of the Virginia Stock Corporation Act, Galbraith Farms, Inc., a Florida corporation, shall be merged into November Hill, Inc., a Virginia corporation. November Hill, Inc. shall be the surviving entity (hereinafter the "Surviving Corporation").

2. **Terms and Conditions of the Merger.**

(A) **Directors.** The directors of November Hill, Inc. shall continue to hold office as the directors of the Surviving Corporation until the first annual meeting of the shareholder of the Surviving Corporation when their respective successor(s) are elected or appointed in the manner provided in the By-laws of the Surviving Corporation.

(B) **Board of Directors Meeting.** The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the effective date of the merger.

(C) **Continuation of Officers.** Upon the effective date of merger, all persons who are executive or administrative officers of Galbraith Farms, Inc. shall resign and the officers set forth in paragraph 2(D), below, shall be the officers of the Surviving

Corporation subject to the By-laws of the Surviving Corporation. The Board of Directors or the president of the Surviving Corporation may elect or appoint such additional officers as they may deem necessary, subject to the By-laws of the Surviving Corporation.

(D) Names of Officers. The officers of the Surviving Corporation who will continue to serve are as follows:

President/Treasurer:	John Wm. Galbraith
Vice-President/Secretary:	Rosemary Galbraith
Vice-President:	Rebecca L. Galbraith

(E) Effective Date of Merger.

(1) This Plan of Merger shall be submitted to the respective directors and shareholders of the constituent corporations as may be required by applicable law and the governing corporate documents of the constituent corporations and shall be adopted upon receipt of such vote as is required by applicable law and governing corporate documents.

(2) This Plan of Merger shall be deemed effective at such time as may be permitted by law and instructed by the Board of Directors of the constituent corporations.

(F) Effect of Merger.

(1) Surviving Corporation. The Surviving Corporation, shall, without other transfer, secede to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of Galbraith Farms, Inc. and all

property, both real and personal, and all debts and liabilities due such corporations which shall be vested in the Surviving Corporation.

(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of Galbraith Farms, Inc. shall be preserved, unimpaired, limited to the property affected by such liens at the time of merger, and all debts, liabilities, and duties of such corporations shall attach to the Surviving Corporation and may be entered against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Corporation, or by its successors or assigns, Galbraith Farms, Inc. shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in the Surviving Corporation, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

(G) Expenses of Merger. Galbraith Farms, Inc. shall pay all expenses associated with this Plan of Merger.

3. Manner and Basis of Converting Shares. The manner in which the issued shares of Galbraith Farms, Inc. and November Hill, Inc. will be exchanged, classified or cancelled is as follows:

(A) Each share of Galbraith Farms, Inc. stock outstanding prior to the effective date of this Plan of Merger shall be cancelled upon the effective date of the merger.

(B) Each share of common stock of November Hill, Inc. outstanding prior to this Plan of Merger becoming effective shall continue to be outstanding.

4. Articles of Merger. Galbraith Farms, Inc. and November Hill, Inc. shall cause their respective corporate officers to execute and file with the appropriate government bodies Articles of Merger reflecting this Plan of Merger.

The following acknowledge that the above is a true and correct copy of the Plan of Merger adopted by the board of directors of Galbraith Farms, Inc., a Florida corporation, on December 12, 2000, and by the board of directors and shareholders of November Hill, Inc., a Virginia corporation, on December 12, 2000.

GALBRAITH FARMS, INC.

By: John Wm Galbraith
John Wm. Galbraith, President

Dated: 12/12/2000

(corporate seal)

NOVEMBER HILL, INC.

By: John Wm Galbraith
John Wm. Galbraith, President

Dated: 12/12/2000

(corporate seal)

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