

P96000066248



ACCOUNT NO. : 072100000032

REFERENCE : 520405 150991A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : December 17, 1999

ORDER TIME : 10:52 AM

ORDER NO. : 520405-005

CUSTOMER NO: 150991A

700003073727--7

CUSTOMER: Elsbeth T. Peshel, Esq
Gould Cooksey Fennell O'Neill
979 Beachland Boulevard

Vero Beach, FL 32963

ARTICLES OF MERGER

Angie GAVE LORBRANT, INC.
AUTHORIZATION BY PHONE TO
CORRECT none by adding The
DATE to the heading only INTO
T. LEWIS DEC 17 1999 GROVE GOURMET, INC.
DOC. EXAM.

merger

FILED
99 DEC 17 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: EFFECTIVE DATE
12-20-99

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

T. LEWIS DEC 17 1999

RECEIVED
99 DEC 17 AM 11:43
DIVISION OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

LORBRANT, INC., a Florida corporation, P96000066244.

INTO

THE GROVE GOURMET, INC., a Florida entity, P96000066248

File date: December 17, 1999, effective December 20, 1999

Corporate Specialist: Thelma Lewis

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER
OF
LORBRANT, INC., A FLORIDA CORPORATION
INTO
THE GROVE GOURMET, INC., A FLORIDA CORPORATION

FILED
99 DEC 17 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE DEPARTMENT OF STATE
OF THE STATE OF FLORIDA

EFFECTIVE DATE
12-20-99

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act") Lorbrant, Inc. and Grove Gourmet, Inc. adopt the following Articles of Merger.

1. Board of Directors Adoption. The Plan of Merger dated the 10th day of December 1999 ("Plan of Merger") between Lorbrant, Inc. and Grove Gourmet, Inc. was adopted unanimously by the Board of Directors of Lorbrant, Inc. on the 10th day of December 1999, and was unanimously adopted by the Board of Directors of Grove Gourmet, Inc. on the 10th day of December 1999.

2. Stockholder Approval. The Plan of Merger was unanimously approved by the shareholders of Lorbrant, Inc. on the 10th day of December 1999, and was unanimously approved by the shareholders of Grove Gourmet, Inc. on the 10th day of December 1999.

3. Merger; Surviving Corporation. Pursuant to the Plan of Merger, all issued and outstanding shares of stock of Lorbrant, Inc. will be acquired by means of a merger of Lorbrant, Inc. into Grove Gourmet, Inc. with Grove Gourmet, Inc., the surviving corporation ("Merger").

4. Incorporation of Plan of Merger. The Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference as if fully set forth herein.

5. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of Grove Gourmet, Inc. is in force and effect at the effective time of the Merger and shall continue to

be the Articles of Incorporation of the surviving corporation until amended or changed in accordance with the provisions of Florida Corporation Laws.

6. Effective Date. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be 12:00 AM on the 20th day of December 1999.

IN WITNESS WHEREOF, the parties have set their hands this 10th day of December, 1999.

Witnesses:

Dale W. Dault
William E. Eakin
Barry D. Schirard
Zandra L. Hardman

LORBRANT, INC.

By: Lori Grubb
Lori Grubb, President

By: J. Brantley Schirard
J. Brantley Schirard, Vice President
(Corporate Seal)

Witnesses:

Dale W. Dault
William E. Eakin
Barry D. Schirard
Zandra L. Hardman

GROVE GOURMET, INC.

By: Lori Grubb
Lori Grubb, President

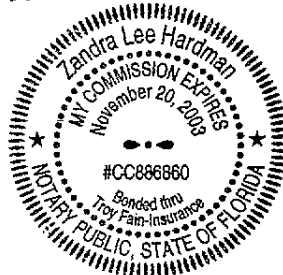
By: J. Brantley Schirard
J. Brantley Schirard, Vice President
(Corporate Seal)

STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Lori Grubb, personally known to me and well known to me to be the President of Lorbrant, Inc., a Florida Corporation, and that she acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 10 day of December, 1999.



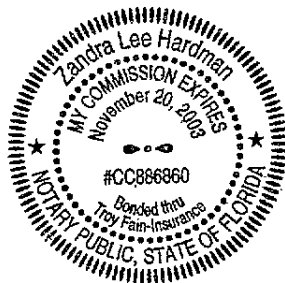
Zandra Lee Hardman
Notary Public of Florida
Commission No. CC 886860
Expiration Date: November 20, 2003

STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Brantley Schirard, personally known to me and well known to me to be the Vice President of Lorbrant, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 10 day of December, 1999.



Zandra Lee Hardman
Notary Public of Florida
Commission No. CC 886860
Expiration Date: November 20, 2003

STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Lori Grubb, personally known to me and well known to me to be the President of Grove Gourmet, Inc., a Florida Corporation, and that she acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 18 day of December, 1999.



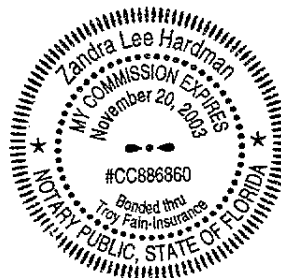
Zandra Lee Hardman
Notary Public of Florida
Commission No. CC 886860
Expiration Date: November 20, 2003

STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

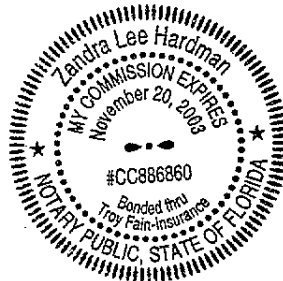
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Brantley Schirard, personally known to me and well known to me to be the Vice President of Grove Gourmet, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 10 day of December, 1999.



Zandra Lee Hardman
Notary Public of Florida
Commission No. CC 886860
Expiration Date: November 20, 2003

Witness my hand and official seal in the County and State last aforesaid this 10 day of December, 1999.



Zandra Lee Hardman
Notary Public of Florida
Commission No. CC 886860
Expiration Date: November 20, 2003

STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Brantley Schirard, personally known to me and well known to me to be the Vice President of Lorbrant, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 10 day of December, 1999.



Zandra Lee Hardman
Notary Public of Florida
Commission No. CC 886860
Expiration Date: November 20, 2003

STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Lori Grubb, personally known to me and well known to me to be the President of Grové Gourmet, Inc., a Florida Corporation, and that she acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 10 day of December, 1999.



Zandra Lee Hardman
Notary Public of Florida
Commission No. CC 886860
Expiration Date: November 20, 2003

STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Brantley Schirard, personally known to me and well known to me to be the Vice President of Grove Gourmet, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 10 day of December, 1999.



Zandra Lee Hardman
Notary Public of Florida
Commission No. CC 886860
Expiration Date: November 20, 2003

PLAN OF MERGER

This agreement is made between Lorbrant, Inc., a Florida corporation, and Grove Gourmet, Inc., a Florida corporation. Both corporations are collectively referred to in this agreement as the "Constituent Corporations".

The respective Boards of Directors of the Constituent Corporations deem it advisable that Lorbrant, Inc., a Florida corporation ("Disappearing Corporation"), be merged into Grove Gourmet, Inc., a Florida corporation ("Surviving Corporation"). Therefore, in consideration of the premises and of the mutual agreements contained in this agreement, the Constituent Corporations agree to merge on the terms and conditions stated below.

1. Tax Free Merger. This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Chapter 607 of the Florida Business Corporation Act and Section 368 (a)(1)(A) of the Internal Revenue Code, as amended.

2. Agreement to Merge. The Constituent Corporations agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

3. Place of Registered Office of Surviving Corporation. The registered office of the Surviving Corporation shall be located at 150 N. Graves Rd., Ft. Pierce, St. Lucie County, Florida 34945.

4. Purposes of Surviving Corporation. The purposes of the Surviving Corporation shall be to engage in citrus production, management services in connection therof, and any lawful act or activity for which corporations may be formed under the laws of Florida.

5. Articles of Incorporation. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date of Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

6. Authorized Shares of Surviving Corporation. The present number of shares that the Disappearing Corporation is authorized to issue is 1,000 shares of common stock with a \$.01 par value per share, of which 1,000 shares are now issued and outstanding and held and owned by:

Lori Grubb 500 shares

J. Brantley Schirard 500 shares

The present number of shares that the Surviving Corporation is authorized to issue is 600 shares of common stock with a \$.01 par value per share, of which 600 shares are now issued and outstanding and held and owned as follows:

Lori Grubb 300 shares

J. Brantley Schirard 300 shares

7. First Directors. The present Directors of the Surviving Corporation shall continue as directors until their successors are duly elected or designated after the effective date of the merger.

8. Name and Residence of Agent of Corporation. Gould, Cooksey, Fennell, O'Neill, Marine & Carter, P.A., of 979 Beachland Blvd., Vero Beach, Indian River County, Florida 32963, is appointed as the person on whom process, tax notices and demands against Lorbrant, Inc., a Florida corporation, or either of the Constituent Corporations, may be served.

9. Distribution to Stockholders of the Constituent Corporations. Upon the Effective Date, the 1,000 shares of \$.01 par value common stock of the Disappearing Corporation issued and

outstanding and held and owned by Lori Grubb and J. Brantley Schirard, as to all 1,000 shares, shall, without more, be surrendered for cancellation. The 600 shares of stock in the Surviving Corporation presently issued and outstanding and owned by Lori Grubb and J. Brantley Schirard shall continue as outstanding shares of Surviving Corporation's stock. Accordingly, upon the Effective Date, the total issued and outstanding shares of stock in the Surviving Corporation shall be 600 shares and, thus, the issued and outstanding stock in the Surviving Corporation will be owned fifty percent (50%) by Lori Grubb and fifty percent (50%) by J. Brantley Schirard, which is the identical percentage of ownership owned by the shareholders in the Surviving Corporation and the Disappearing Corporation prior to the merger.

10. Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interest. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Corporation.

11. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth and prescribed under applicable law.

12. Supplemental Action. If at any time after the Effective Date, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving

Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

13. Effective Date and Filing. The Effective Date of the merger agreed upon in this Plan of Merger shall be the 20th day of December 1999, at 12:00 A. notwithstanding the filing date of the Articles of Merger. The Disappearing Corporation and the Surviving Corporation shall cause their respective President or Vice President to execute and file Articles of Merger and such other documents and instruments and to take such further actions as are required to conform to and comply with the applicable laws of the respective states of the Constituent Corporations.

14. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by either one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with applicable law of the respective states of the Constituent Corporations.

15. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the stockholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, each Constituent Corporation has caused its corporate seal to be placed below and its corporate name to be signed below by its President, who are duly authorized by their respective Board of Directors and stockholders to execute this agreement.

Executed on the 10th day of December 1999, at Vero Beach, Florida.

Witnesses:

Dale W. Brub
Cecilia E. Eakin

Brady Schirard
Brandon Hardman

GROVE GOURMET, INC.,
a Florida Corporation

By: Lori Grubb
Lori Grubb, President

By: J. Brantley Schirard
J. Brantley Schirard, Vice President
(Corporate Seal)

("Surviving Corporation")

Witnesses:

Dale W. Brub
Cecilia E. Eakin

Brady Schirard
Brandon Hardman

LORBRANT, INC.,
a Florida Corporation

By: Lori Grubb
Lori Grubb, President

By: J. Brantley Schirard
J. Brantley Schirard, Vice President
(Corporate Seal)

STATE OF FLORIDA

COUNTY OF INDIAN RIVER:

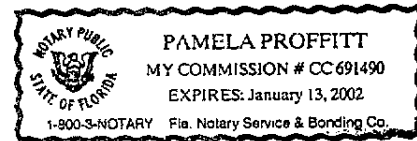
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Lori Grubb, personally known to me and well known to me to be the President of Lorbrant, Inc., a Florida Corporation, and that she acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 10 day of December, 1999.

Pamela Proffitt
Notary Public of Florida
Commission No.
Expiration Date:

STATE OF FLORIDA

COUNTY OF INDIAN RIVER:



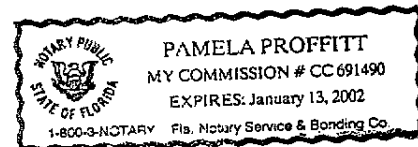
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Brantley Schirard, personally known to me and well known to me to be the Vice President of Lorbrant, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 10th day of December, 1999.

Pamela Proffitt
Notary Public of Florida
Commission No.
Expiration Date:

STATE OF FLORIDA

COUNTY OF INDIAN RIVER:



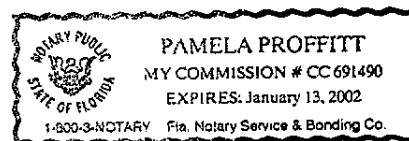
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Lori Grubb, personally known to me and well known to me to be the President of Grove Gourmet, Inc., a Florida Corporation, and that she acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in her by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 10TH day of December, 1999.

Pamela Proffitt
Notary Public of Florida
Commission No.
Expiration Date:

STATE OF FLORIDA

COUNTY OF INDIAN RIVER:



I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Brantley Schirard, personally known to me and well known to me to be the Vice President of Grove Gourmet, Inc., a Florida Corporation, and that he acknowledged executing the foregoing instrument in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 10TH day of December, 1999.

Pamela Proffitt
Notary Public of Florida
Commission No.
Expiration Date:

