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P96000097528

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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CORPORATION(S) NAME

Fredonia Farm Supply of Florida, Inc.

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Profit - Articles

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Limited Partnership

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

FREDONIA FARM SUPPLY OF FLORIDA, INC.

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FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: Fredonia Farm Supply of Florida, Inc.

SECOND: The street and mailing address of the initial principal office of the corporation is: 4114 Corn Street, Port Charlotte, Florida 33948.

THIRD: The number of shares the Corporation is authorized to issue is: Two hundred common shares with no par value.

FOURTH: The street address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324 and the name of its initial registered agent at such address is CT Corporation System.

FIFTH: The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Robert S. Francis	4114 Corn Street Port Charlotte, FL 33948
Willa Francis	4114 Corn Street Port Charlotte, FL 33948
Rebekah Jo Fero	4114 Corn Street Port Charlotte, FL 33948

SIXTH: The name and address of the incorporator is:

Mary K. Mahoney
3400 Marine Midland Center
Buffalo, New York 14203

The undersigned has executed these Articles of Incorporation this 27th day of November, 1996.

Mary K. Mahoney

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3) F.S.; CT CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED: 12/2/96, 19

BY: *Lisa K. Pastor*

Lisa K. Pastor
(Type Name of Officer)

Assistant Secretary
(Title of Officer)

MKNca
376495

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CT CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

12/30/96-01043-003
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CORPORATION(S) NAME

Fredonia Farm Supply, Inc.
Merging into:
Fredonia Farm Supply of Florida, Inc.
EFFECTIVE DATE: *12/31/96*

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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12-30

Please see effective date: 12-31-96

P96000097528

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

FREDONIA FARM SUPPLY, INC., a New York corporation not authorized to
transact in Florida

INTO

FREDONIA FARM SUPPLY OF FLORIDA, INC., a Florida corporation,
P96000097528.

File date: December 30, 1996 , effective December 31, 1996

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
12/31/96

ARTICLES OF MERGER
OF
FREDONIA FARM SUPPLY, INC.
INTO

FILED
96 DEC 30 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FREDONIA FARM SUPPLY OF FLORIDA, INC.

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

First: Fredonia Farm Supply, Inc. is a corporation organized under the laws of the State of New York owning 100 percent of the shares of Fredonia Farm Supply of Florida, Inc., a corporation organized under the laws of the State of Florida.

Second: The following plan of merger was adopted by the board of directors of Fredonia Farm Supply, Inc., and approved by the unanimous written consent of the shareholders of Fredonia Farm Supply, Inc. as of December 19, 1996:

1. a. The name of the parent corporation is Fredonia Farm Supply, Inc.
- b. The name of the subsidiary corporation is Fredonia Farm Supply of Florida, Inc.
2. Upon the effective date of the merger, the outstanding shares of the subsidiary shall be cancelled and the outstanding shares of the parent shall be converted into shares of the subsidiary. There are no outstanding rights to acquire shares of either corporation.

3. The shares of the subsidiary corporation shall be issued on a pro rata basis to the holders of the shares of the parent corporation upon the surrender of any certificates therefor.

4. The shareholders of the subsidiary who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Act may be entitled, if they comply with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Third: All shareholders of the subsidiary corporation have waived in writing the right to have a copy of the plan of merger mailed to them by the parent corporation.

Fourth: The effective date of the merger is December 31, 1996.

Signed as of this 19th day of December, 1996.

FREDONIA FARM SUPPLY OF FLORIDA, INC.

By: Robert S. Francis
Robert S. Francis, President

FREDONIA FARM SUPPLY, INC.

By: Robert S. Francis
Robert S. Francis, President

AGREEMENT AND PLAN OF MERGER

OF

FREDONIA FARM SUPPLY INC.
(a New York corporation)

INTO ITS

WHOLLY OWNED SUBSIDIARY

FREDONIA FARM SUPPLY OF FLORIDA, INC.
(a Florida corporation)

THIS AGREEMENT AND PLAN OF MERGER is made as of the 19th day of December, 1996 by Fredonia Farm Supply Inc., a New York corporation (hereinafter referred to as "Fredonia NY").

WHEREAS, Fredonia NY owns all of the issued and outstanding shares of Fredonia Farm Supply of Florida, Inc., a Florida corporation ("Fredonia FL"); and

WHEREAS, the board of directors and shareholders of Fredonia NY resolved that it is in the best interests of each corporation for Fredonia NY to be merged into Fredonia FL.

NOW THEREFORE, Fredonia NY hereby agrees as follows:

(a) 1. The names of the corporations to be merged are Fredonia Farm Supply Inc. (a New York corporation), and Fredonia Farm Supply of Florida, Inc. (a Florida corporation).

2. The name of the surviving corporation is Fredonia Farm Supply of Florida, Inc. (a Florida corporation).

3. Fredonia NY has outstanding 120 Common Shares, all of which are entitled to vote. Fredonia FL has outstanding 1 Common share, all of which are entitled to vote and all of which are owned by Fredonia NY.

4. Upon the effective date of the merger, all of the outstanding shares of Fredonia FL shall be canceled. The then outstanding shares of Fredonia NY shall be converted to an equal number of shares of Fredonia FL.

5. The effective date of the merger shall be December 31, 1996.

In WITNESS WHEREOF, Fredonia NY and Fredonia FL have executed this Agreement and Plan of Merger as of the date first written above.

Fredonia Farm Supply Inc.

By Robert S. Francis
Robert S. Francis, President

Fredonia Farm Supply of Florida, Inc.

By Robert S. Francis
Robert S. Francis, President