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CORPORATION(S) NAME

Fredonia Farm Supply, Inc. *2/23/96*  
Merging into:  
Fredonia Farm Supply of Florida, Inc.  
EFFECTIVE DATE  
*2/31/96*

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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

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ARTICLES OF MERGER  
OF  
FREDONIA FARM SUPPLY, INC.  
INTO

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, President

FREDONIA FARM SUPPLY, INC.

By:   
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.

- 2 -

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, President

Fredonia Farm Supply of Florida, Inc.

By   
Robert S. Francis, President