

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-142-8086



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198599 169624A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizutti

ORDER DATE : December 23, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 198599-005

CUSTOMER NO: 169624A

CUSTOMER: Ms. Joan C. Zaks
BUCKINGHAM DOOLITTLE &
BURROUGHS
5551 Ridgewood Drive
Naples, FL 33963

DOMESTIC FILING

NAME: COLLIER AGRIBUSINESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

FILED
96 DEC 23 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division

KR
12-23-96

**ARTICLES OF INCORPORATION
OF
COLLIER AGRIBUSINESS, INC.**

**FILED
96 DEC 23 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

COLLIER AGRIBUSINESS, INC.

SECOND: The initial principal office and mailing address of the Corporation is:

**3003 Tamiami Trail North
Naples, FL 34112**

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock and the par value of each share shall be TEN CENTS (\$.10). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

**3003 Tamiami Trail North
Naples, FL 34112**

and the name of the Corporation's initial registered agent at such address is:

Terry L. Flora

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is three(3), and the name and address of each person who is to serve as a director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, is:

**Miles C. Collier
3003 Tamiami Trail North
Naples, FL 34112**


**Thomas J. Flood
3003 Tamiami Trail North
Naples, FL 34112**

Terry L. Flora
3003 Tamiami Trail North
Naples, FL 34112

SIXTH: The name and address of the sole incorporator is:

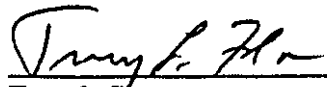
Terry L. Flora
3003 Tamiami Trail North
Naples, FL 34112

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 20th day of December, 1996.



Terry L. Flora
Sole Incorporator

I, Terry L. Flora, having been designated to act as registered agent, hereby agree to act in this capacity.



Terry L. Flora
Initial Registered Agent

event.doc

FILED
96 DEC 23 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P960000102965

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

COLLIER FARMS, INC., #J69560, a FL corp.

INTO

COLLIER AGRIBUSINESS, INC., a Florida corporation, P96000102965.

File date: December 31, 1996 , effective January 1, 1997

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0193 FAX

800-342-8086



networks

PROVIDING
FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 206967 169624A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pujate

ORDER DATE : December 31, 1996

ORDER TIME : 2:03 PM

ORDER NO. : 206967-005

200002042882--5

CUSTOMER NO: 169624A

CUSTOMER: Mr. William O'Neill
Buckingham Doolittle &
5551 Ridgewood Drive

EFFECTIVE DATE

1/1/97

Naples, FL 33963

FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC 31 PM 3:29

ARTICLES OF MERGER

COLLIER FARMS, INC.

WITH &
INTO

COLLIER AGRIBUSINESS, INC.

RECEIVED
DEC 31 PM 2:41
FILE
15X
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

merger

E/5

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 31 PM 3:29

ARTICLES OF MERGER

OF

COLLIER FARMS, INC.
(a Florida Corporation)

EFFECTIVE DATE
1/1/97

WITH AND INTO

COLLIER AGRIBUSINESS, INC.
(a Florida Corporation)

Collier Farms, Inc., a Florida corporation (the "Terminating Corporation") and Collier Agribusiness, Inc., a Florida corporation (the "Surviving Corporation") have adopted the following Articles of Merger for the purpose of merging the Terminating Corporation with and into the Surviving Corporation (the "Merger"):

1. The Surviving Corporation has authorized capital stock consisting of 1,500 shares of Common Stock, par value of ten cents (\$.10) per share, of which 100 shares have been duly issued and are now outstanding.
2. The Terminating Corporation has authorized capital stock consisting of 7,500 shares of Common Stock, par value of one dollar (\$1) per share, of which 7,500 shares were duly issued and outstanding.
3. The Plan of Merger setting forth the terms and conditions of the Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.
4. The Board of Directors of the Surviving Corporation and the Terminating Corporation, respectively, deem it advisable and generally to the advantage and welfare of the two corporations and their respective shareholders that the Terminating Corporation merge with the Surviving Corporation under and pursuant to the provisions of Florida Business Corporation Act.
5. The respective directors and shareholders of the Terminating Corporation and the Surviving Corporation have adopted and approved the terms and conditions of the Merger by unanimous consent.
6. Pursuant to the Plan, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the Vice-President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

"TERMINATING CORPORATION"
COLLIER FARMS, INC.

Adopted by the Board of
Directors by Written
Consent on the 27th day of
December, 1996, and
approved by the Shareholders
by Written Consent on the
27th day of December,
1996.

By: Thomas J. Flood
Thomas J. Flood,
Its: Vice-President

ATTEST:

By: Terry L. Flora
Terry L. Flora,
Its: Secretary

"SURVIVING CORPORATION"
COLLIER AGRIBUSINESS, INC.

Adopted by the Board of
Directors by Written
Consent on the 27th day of
December, 1996, and
approved by the Shareholders
by Written Consent on the
27th day of December,
1996.

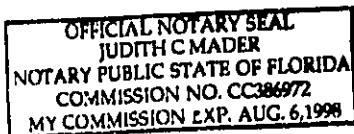
By: Thomas J. Flood
Thomas J. Flood,
Its: Vice-President

ATTEST:

By: Terry L. Flora
Terry L. Flora,
Its: Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

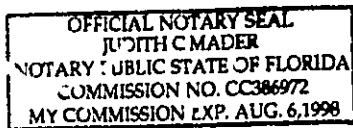
The foregoing instrument was acknowledged before me this 30th day of December, 1996, by _____, Thomas J. Flood, as Vice-President of COLLIER FARMS, INC., a Florida corporation, and of COLLIER AGRIBUSINESS, INC., a Florida corporation, on behalf of the corporations. Said person is personally known to me or has produced a driver's license as identification.



Judith C. Mader
Notary Public

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by _____, Terry L. Flora, as Secretary of COLLIER FARMS, INC., a Florida corporation, and of COLLIER AGRIBUSINESS, INC., a Florida corporation, on behalf of the corporations. Said person is personally known to me or has produced a driver's license as identification.



Judith C. Mader
Notary Public

PLAN OF MERGER
OF
COLLIER FARMS, INC.
a Florida Corporation
(Terminating Florida Corporation)

WITH AND INTO

COLLIER AGRIBUSINESS, INC.
a Florida Corporation
(Surviving Florida Corporation)

I. The name of the corporation planning to merge (the "Terminating Corporation") is Collier Farms, Inc., a Florida corporation. The name of the corporation into which the Terminating Corporation plans to merge (the "Surviving Corporation") is Collier Agribusiness, Inc., a Florida corporation..

II. The merger shall be effected in accordance with the laws of the State of Florida upon the following terms and conditions:

A. The merger shall become effective (the "Effective Date") on the later of (1) the date on which the Articles of Merger are filed with the Department of the State of Florida pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act; or (2) at 12:01 A.M. on January 1, 1997.

B. On the Effective Date all issued and outstanding shares of Common Stock, par value one dollar (\$1) per share, of the Terminating Corporation shall be canceled and the certificate(s) representing such shares shall be presented for surrender and cancellation. No shares of Common Stock, par value ten cents (\$.10) per share, of the Surviving Corporation shall be exchanged for each share of the Common Stock of the Terminating Corporation before cancellation. The currently outstanding shares of Common Stock of the Surviving Corporation and the Terminating Corporation, are owned before the merger by the same persons in the same proportions.

C. Rights, if any, to acquire shares of stock of the Terminating Corporation shall be canceled and shall not be converted into rights to acquire shares, obligations or other securities of the Surviving Corporation or into cash or other property.

D. The Articles of Incorporation and By-Laws of the Surviving Corporation before the merger shall continue to be the Articles of Incorporation and By-Laws of the Surviving Corporation after the merger.

E. The Merger is intended as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986 and should be administered and carried out in a manner consistent therewith.

F. Upon the effectiveness of the Merger, the Surviving Corporation shall succeed to and become the absolute owner of all of the Terminating Corporation's property and assets of any nature and to all of the Terminating Corporation's rights, privileges, immunities and franchises, of a public as well as of a private nature, and shall assume and be liable for all of the debts, liabilities, restrictions and duties of the Terminating Corporation, all to the full extent provided by the Florida Business Corporation Act.

P96000102965

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

COLLIER NURSERIES, INC., [#]H88455 a FL corp.

INTO

COLLIER AGRIBUSINESS, INC., a Florida corporation, P96000102965.

File date: December 31, 1993, effective January 1, 1997

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



networks

PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 206967 169624A

AUTHORIZATION :

Patricia Pajuste

COST LIMIT : \$ 70.00

ORDER DATE : December 31, 1996

ORDER TIME : 2:05 PM

500002042885--5

ORDER NO. : 206967-015

CUSTOMER NO: 169624A

CUSTOMER: Mr. William O'Neill
Buckingham Doolittle &
5551 Ridgewood Drive

Naples, FL 33963

ARTICLES OF MERGER

COLLIER NURSERIES, INC.

WITH &
INTO

COLLIER AGRIBUSINESS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILED STATE
SECRETARY OF CORPORATION
96 DEC 31 PM 3:55

File 3rd
RECEIVED
5 DEC 31 PM 2:41
DIVISION OF CORPORATION

E21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 31 PM 3:55

ARTICLES OF MERGER

OF

COLLIER NURSERIES, INC.
(a Florida Corporation)

WITH AND INTO

COLLIER AGRIBUSINESS, INC.
(a Florida Corporation)

Collier Nurseries, Inc., a Florida corporation (the "Terminating Corporation") and Collier Agribusiness, Inc., a Florida corporation (the "Surviving Corporation") have adopted the following Articles of Merger for the purpose of merging the Terminating Corporation with and into the Surviving Corporation (the "Merger"):

1. The Surviving Corporation has authorized capital stock consisting of 1,500 shares of Common Stock, par value of ten cents (\$.10) per share, of which 100 shares have been duly issued and are now outstanding.

2. The Terminating Corporation has authorized capital stock consisting of 7,500 shares of Common Stock, par value of one dollar (\$1) per share, of which 600 shares were duly issued and outstanding.

3. The Plan of Merger setting forth the terms and conditions of the Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.

4. The Board of Directors of the Surviving Corporation and the Terminating Corporation, respectively, deem it advisable and generally to the advantage and welfare of the two corporations and their respective shareholders that the Terminating Corporation merge with the Surviving Corporation under and pursuant to the provisions of Florida Business Corporation Act.

5. The respective directors and shareholders of the Terminating Corporation and the Surviving Corporation have adopted and approved the terms and conditions of the Merger by unanimous consent.

6. Pursuant to the Plan, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the Vice-President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

"TERMINATING CORPORATION"
COLLIER NURSERIES, INC.

Adopted by the Board of
Directors by Written
Consent on the 27th day of
December, 1996, and
approved by the Shareholders
by Written Consent on the
27th day of December,
1996.

By: Thomas J. Flood
Thomas J. Flood,
Its: Vice-President

ATTEST: Terry L. Flora
By: Terry L. Flora
Terry L. Flora,
Its: Secretary

"SURVIVING CORPORATION"
COLLIER AGRIBUSINESS, INC.

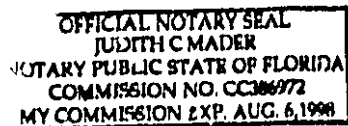
Adopted by the Board of
Directors by Written
Consent on the 27th day of
December, 1996, and
approved by the Shareholders
by Written Consent on the
27th day of December,
1996.

By: Thomas J. Flood
Thomas J. Flood,
Its: Vice-President

ATTEST: Terry L. Flora
By: Terry L. Flora
Terry L. Flora,
Its: Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

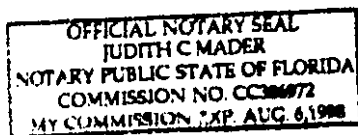
The foregoing instrument was acknowledged before me this 30th day of December, 1996, by _____, Thomas J. Flood, as Vice-President of COLLIER NURSERIES, INC., a Florida corporation, and of COLLIER AGRIBUSINESS, INC., a Florida corporation, on behalf of the corporations. Said person is personally known to me or has produced a driver's license as identification.



Judith C. Mader
Notary Public

STATE OF FLORIDA)
) SS:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by _____, Terry L. Flora, as Secretary of COLLIER NURSERIES, INC., a Florida corporation, and of COLLIER AGRIBUSINESS, INC., a Florida corporation, on behalf of the corporations. Said person is personally known to me or has produced a driver's license as identification.



Judith C. Mader
Notary Public

PLAN OF MERGER

OF

COLLIER NURSERIES, INC.
a Florida Corporation
(Terminating Florida Corporation)

WITH AND INTO

COLLIER AGRIBUSINESS, INC.
a Florida Corporation
(Surviving Florida Corporation)

I. The name of the corporation planning to merge (the "Terminating Corporation") is Collier Nurseries, Inc., a Florida corporation. The name of the corporation into which the Terminating Corporation plans to merge (the "Surviving Corporation") is Collier Agribusiness, Inc., a Florida corporation..

II. The merger shall be effected in accordance with the laws of the State of Florida upon the following terms and conditions:

A. The merger shall become effective (the "Effective Date") on the later of (1) the date on which the Articles of Merger are filed with the Department of the State of Florida pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act; or (2) at 12:01 A.M. on January 1, 1997.

B. On the Effective Date all issued and outstanding shares of Common Stock, par value one dollar (\$1) per share, of the Terminating Corporation shall be canceled and the certificate(s) representing such shares shall be presented for surrender and cancellation. No shares of Common Stock, par value ten cents (\$.10) per share, of the Surviving Corporation shall be exchanged for each share of the Common Stock of the Terminating Corporation before cancellation. The currently outstanding shares of Common Stock of the Surviving Corporation and the Terminating Corporation, are owned before the merger by the same persons in the same proportions.

C. Rights, if any, to acquire shares of stock of the Terminating Corporation shall be canceled and shall not be converted into rights to acquire shares, obligations or other securities of the Surviving Corporation or into cash or other property.

D. The Articles of Incorporation and By-Laws of the Surviving Corporation before the merger shall continue to be the Articles of Incorporation and By-Laws of the Surviving Corporation after the merger.

E. The Merger is intended as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986 and should be administered and carried out in a manner consistent therewith.

F. Upon the effectiveness of the Merger, the Surviving Corporation shall succeed to and become the absolute owner of all of the Terminating Corporation's property and assets of any nature and to all of the Terminating Corporation's rights, privileges, immunities and franchises, of a public as well as of a private nature, and shall assume and be liable for all of the debts, liabilities, restrictions and duties of the Terminating Corporation, all to the full extent provided by the Florida Business Corporation Act.

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P960000102965



networks

INTERNET
SERVICES CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 206967 169624A

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 70.00

ORDER DATE : December 31, 1996

ORDER TIME : 2:04 PM

ORDER NO. : 206967-010

4000002042884--3

CUSTOMER NO: 169624A

CUSTOMER: Mr. William O'Neill
Buckingham Doolittle &
5551 Ridgewood Drive

EFFECTIVE DATE

1/1/97

Naples, FL 33963

ARTICLES OF MERGER

COLLIER FARM EQUIPMENT COMPANY, INC.

WITH &
INTO

COLLIER AGRIBUSINESS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

merger Sf

FILED
SECRETARY OF CORPORATIONS
DEC 31 PM 3:31

RECEIVED
DEC 31 AM 2:41
DIVISION OF CORPORATIONS

P96000102965

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

COLLIER FARM EQUIPMENT COMPANY, #J70253, A FL corp.

INTO

COLLIER AGRIBUSINESS, INC., a Florida corporation, P96000102965.

File date: December 31, 1996 , effective January 1, 1997

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

E18

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

96 DEC 31 PM 3: 37

OF

COLLIER FARM EQUIPMENT COMPANY
(a Florida Corporation)

EFFECTIVE DATE
1/1/97

WITH AND INTO

COLLIER AGRIBUSINESS, INC.
(a Florida Corporation)

Collier Farm Equipment Company a Florida corporation (the "Terminating Corporation") and Collier Agribusiness, Inc., a Florida corporation (the "Surviving Corporation") have adopted the following Articles of Merger for the purpose of merging the Terminating Corporation with and into the Surviving Corporation (the "Merger"):

1. The Surviving Corporation has authorized capital stock consisting of 1,500 shares of Common Stock, par value of ten cents (\$.10) per share, of which 100 shares have been duly issued and are now outstanding.

2. The Terminating Corporation has authorized capital stock consisting of 7,500 shares of Common Stock, par value of one dollar (\$1) per share, of which 600 shares were duly issued and outstanding.

3. The Plan of Merger setting forth the terms and conditions of the Merger (the "Plan") is attached hereto as Exhibit A and incorporated herein by reference.

4. The Board of Directors of the Surviving Corporation and the Terminating Corporation, respectively, deem it advisable and generally to the advantage and welfare of the two corporations and their respective shareholders that the Terminating Corporation merge with the Surviving Corporation under and pursuant to the provisions of Florida Business Corporation Act.

5. The respective directors and shareholders of the Terminating Corporation and the Surviving Corporation have adopted and approved the terms and conditions of the Merger by unanimous consent.

6. Pursuant to the Plan, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the Vice-President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

"TERMINATING CORPORATION"
COLLIER FARM EQUIPMENT
COMPANY

Adopted by the Board of
Directors by Written
Consent on the 27th day of
December, 1996 and
approved by the Shareholders
by Written Consent on the
27th day of December,
1996.

By: Thomas J. Flood
Thomas J. Flood,
Its: Vice-President

ATTEST: Terry L. Flora
By: Terry L. Flora
Terry L. Flora,
Its: Secretary

"SURVIVING CORPORATION"
COLLIER AGRIBUSINESS, INC.

Adopted by the Board of
Directors by Written
Consent on the 27th day of
December, 1996, and
approved by the Shareholders
by Written Consent on the
27th day of December,
1996.

By: Thomas J. Flood
Thomas J. Flood,
Its: Vice-President

ATTEST: Terry L. Flora
By: Terry L. Flora
Terry L. Flora,
Its: Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by _____, Thomas J. Flood, as Vice-President of COLLIER FARM EQUIPMENT COMPANY a Florida corporation, and of COLLIER AGRIBUSINESS, INC., a Florida corporation, on behalf of the corporations. Said person is personally known to me or has produced a driver's license as identification.

Quaith C. Maden
Notary Public

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 30th day of December, 1996, by _____, Terry L. Flora, as Secretary of COLLIER FARM EQUIPMENT COMPANY a Florida corporation, and of COLLIER AGRIBUSINESS, INC., a Florida corporation, on behalf of the corporations. Said person is personally known to me or has produced a driver's license as identification.

Quaith C. Maden
Notary Public

PLAN OF MERGER
OF
COLLIER FARM EQUIPMENT COMPANY
a Florida Corporation
(Terminating Florida Corporation)
WITH AND INTO
COLLIER AGRIBUSINESS, INC.
a Florida Corporation
(Surviving Florida Corporation)

I. The name of the corporation planning to merge (the "Terminating Corporation") is Collier Farm Equipment Company, a Florida corporation. The name of the corporation into which the Terminating Corporation plans to merge (the "Surviving Corporation") is Collier Agribusiness, Inc., a Florida corporation..

II. The merger shall be effected in accordance with the laws of the State of Florida upon the following terms and conditions:

A. The merger shall become effective (the "Effective Date") on the later of (1) the date on which the Articles of Merger are filed with the Department of the State of Florida pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act; or (2) at 12:01 A.M. on January 1, 1997.

B. On the Effective Date all issued and outstanding shares of Common Stock, par value one dollar (\$1) per share, of the Terminating Corporation shall be canceled and the certificate(s) representing such shares shall be presented for surrender and cancellation. No shares of Common Stock, par value ten cents (\$.10) per share, of the Surviving Corporation shall be exchanged for each share of the Common Stock of the Terminating Corporation before cancellation. The currently outstanding shares of Common Stock of the Surviving Corporation, and the Terminating Corporation, are owned before the merger by the same persons in the same proportions.

C. Rights, if any, to acquire shares of stock of the Terminating Corporation shall be canceled and shall not be converted into rights to acquire shares, obligations or other securities of the Surviving Corporation or into cash or other property.

D. The Articles of Incorporation and By-Laws of the Surviving Corporation before the merger shall continue to be the Articles of Incorporation and By-Laws of the Surviving Corporation after the merger.

E. The Merger is intended as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986 and should be administered and carried out in a manner consistent therewith.

F. Upon the effectiveness of the Merger, the Surviving Corporation shall succeed to and become the absolute owner of all of the Terminating Corporation's property and assets of any nature and to all of the Terminating Corporation's rights, privileges, immunities and franchises, of a public as well as of a private nature, and shall assume and be liable for all of the debts, liabilities, restrictions and duties of the Terminating Corporation, all to the full extent provided by the Florida Business Corporation Act.