

P99000054426

CORBALLY, GARTLAND AND RAPPLEYEA, LLP

Attorneys and Counselors at Law

Charles J. Corbally (1966)
John J. Gartland, Jr.
Allan E. Rappleyea
Jon Holden Adams
Michael G. Gartland
Vincent L. DeBiase
Paul O. Sullivan*
William F. Bogle, Jr.
Rena Muckenhaupt O'Connor
Allan B. Rappleyea, Jr.**
Anthony C. Carlini, Jr.***
Leah J. Balassone

*Member NY and FL Bar
**Member NY and CT Bar
***Member NY and NJ Bar

FOUNDED 1876

Bardavon Building
35 Market Street
Poughkeepsie, New York 12601-3285

Tel: 914-454-1110

Fax: 914-454-4857

Fax: 914-471-4593

E-Mail: info@cgrlaw.com

May 26, 2000

Administrator
Carol Ann Neville

Of Counsel
Milton M. Haven
Edward J. Murtaugh
Carl P. Ulrich

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

100003298711--6
-06/21/00--01016--003
*****78.75 *****78.75

RE: *DOUBLE BROOK FARMS, INC., A Florida Corporation*
DOUBLE BROOK FARMS, INC., A New York Corporation
PLAN OF MERGER AND ARTICLES OF MERGER

Dear Sir or Madam:

Enclosed please find the Plan of Merger and Articles of Merger with regard to the corporations. Also enclosed is our check in the sum of \$44.75 which represents the filing of \$35.00 and \$8.75 for one certified copy.

Thank you for your consideration in this matter. If you have any questions, please do not hesitate to contact our office.

Very truly yours,

CORBALLY, GARTLAND AND RAPPLEYEA, LLP

PAUL O. SULLIVAN

RECEIVED
00 JUN -2 AM 9:50
DIVISION OF CORPORATIONS
POS:jt
Encs.

merger
Spayne
6/21/00

Branch Offices

Franklin Avenue
PO Box 679
Millbrook, NY 12545
Tel: 914-677-5539
Fax: 914-677-6297

611 Druid Road East, Suite 107
PO Box 10213
Clearwater, FL 34617
Tel: 813-461-3144

38 Montgomery Street
PO Box 366
Rhinebeck, NY 12572
Tel: 914-876-4091
Fax: 914-876-7192

ARTICLES OF MERGER
Merger Sheet

MERGING:

DOUBLE BROOK FARM, INC., a nonqualified New York corp.

INTO

DOUBLE BROOK FARM, INC., a Florida entity, P99000054426

File date: June 20, 2000

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 7, 2000

Paul O. Sullivan
Corbally, Gartland and Rappleyea, LLP
35 Market St., Bardavon Bldg.
Poughkeepsie, NY 12601-3285

SUBJECT: DOUBLE BROOK FARM, INC.
Ref. Number: P99000054426

We have received your document for DOUBLE BROOK FARM, INC. and check(s) totaling \$43.75. However, your check(s) and document are being returned for the following:

OK The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

OK The name of the surviving corporation as filed in the Division of Corporations is DOUBLE BROOK FARM, INC. Please correct the document.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 200A00032251

Thank You

FILED

00 JUN 20 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

between

DOUBLE BROOK FARM , INC.

a Florida Corporation

and

DOUBLE BROOK FARM , INC.

a New York Corporation

Pursuant to the provisions of §607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging DOUBLE BROOK FARM , INC., a Florida Corporation and DOUBLE BROOK FARM , INC., a New York Corporation:

1. The names of the corporations which are parties to this merger are DOUBLE BROOK FARM , INC. (a New York Corporation) and DOUBLE BROOK FARMS, INC. DOUBLE BROOK FARM , INC. (a Florida Corporation). DOUBLE BROOK FARM , INC. (a Florida Corporation) shall be the surviving corporation.

2. On MAY 15, 2000, the Plan of Merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by the Florida Statutes.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

Double Brook Farm , Inc., a New York Corporation, 100 shares of no par value stock issued and outstanding to Trust, Article 4, Paragraph A1 under Will of Biagio Pepitone

Double Brook Farm , Inc., a Florida Corporation, 100 shares of no par value stock issued and outstanding to Trust, Article 4, Paragraph A1 under Will of Biagio Pepitone

4. As to each corporation, the total number of shares which voted for and/or against the Plan of Merger, respectively, and as to any class entitled to vote as a class, the number of shares voted for and/or against the Plan, respectively, are as follows:

Corporation Total For Against Class For Against

Double Brook
Farm , Inc.
(New York) 100 100

Double Brook
Farm , Inc.
(Florida) 100 100

Executed this 16 day of May, 2000

DOUBLE BROOK FARM, INC.

By: *Anna Crothers*

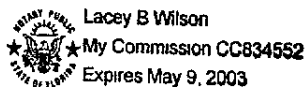
ANNA CROTHERS President

Attest:

Rose Pepitone
ROSE PEPITONE, Secretary

Before me, the undersigned authority, personally appeared ANNA CROTHERS, the President of DOUBLE BROOK FARM, INC. (A Florida Corporation), and who, after being duly sworn, states that (s)he is authorized to sign the Articles of Merger between DOUBLE BROOK FARMS, INC. and DOUBLE BROOK FARM, INC., and that (s)he signed the same on behalf of DOUBLE BROOK FARM, INC. in his/her capacity as President.

Lacey B. Wilson
Notary Public



DOUBLE BROOK FARM, INC.

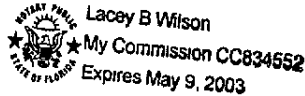
By: *Anna Crothers*
ANNA CROTHERS, President

Attest:

Rose Pepitone
ROSE PEPITONE, Secretary

Before me, the undersigned authority, personally appeared ANNA CROTHERS, the President of DOUBLE BROOK FARM, INC. (A New York Corporation), and who, after being duly sworn, states that (s)he is authorized to sign the Articles of Merger between DOUBLE BROOK FARM, INC. and DOUBLE BROOK FARM, INC., and that (s)he signed the same on behalf of DOUBLE BROOK FARM, INC. in his/her capacity as President.

Lacey B Wilson
Notary Public



**PLAN OF MERGER
BETWEEN
DOUBLE BROOK FARM , INC.
(A FLORIDA CORPORATION)
AND
DOUBLE BROOK FARM , INC.
(A NEW YORK CORPORATION)**

Plan of merger dated May 15, 2000, between DOUBLE BROOK FARM , INC., a Florida Corporation, hereinafter referred to as the "surviving corporation," and DOUBLE BROOK FARM, INC., a New York Corporation, hereinafter referred to as the "absorbed corporation."

WHEREAS, DOUBLE BROOK FARM , INC., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1283 NE 120th Street, Ocala, Florida 34479 and

WHEREAS, DOUBLE BROOK FARM , INC. (a Florida Corporation) has a capitalization of no par value authorized shares of which One Hundred (100) shares are issued and outstanding; and

WHEREAS, DOUBLE BROOK FARM , INC. is a corporation organized and existing under the laws of the State of New York with its principal office at 1283 NE 120th Street, Ocala, Florida 34479; and

WHEREAS, DOUBLE BROOK FARM , INC. (a New York Corporation) has a capitalization of no par value authorized shares of One Hundred (100) shares are issued and outstanding; and

WHEREAS, The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that DOUBLE BROOK FARM , INC. (a New York Corporation) be merged into DOUBLE BROOK FARM , INC. (a Florida Corporation) pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business CORPORATION Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a) (1) (A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** DOUBLE BROOK FARM, INC. (a New York Corporation) shall merge with and into DOUBLE BROOK FARM, INC. (a Florida Corporation), which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares, [rights, obligations, and other securities] of the surviving corporation is as follows:

(a) Each share of the no par value stock of DOUBLE BROOK FARM, INC. (a New York Corporation) issued and outstanding on the effective date of the merger shall be converted into two shares of the no par value stock of DOUBLE BROOK FARM, INC. (a Florida Corporation) which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for

shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. Approval by Shareholders. This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the

State of Florida and the State of New York at meetings to be held on or before MAY 15, 2000, or at such other time as to which the boards of directors of the constituent corporations may agree.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

9. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

[Corporate Seal]

DOUBLE BROOK FARM, INC.
(A Florida Corporation)

By Anna Crothers
ANNA CROTHERS, President

Attest:

Rose Pepitone
ROSE PEPITONE, Secretary

[Corporate Seal]

DOUBLE BROOK FARM, INC.
(A New York Corporation)

By Anna Crothers
ANNA CROTHERS, President

Attest:

Rose Pepitone
ROSE PEPITONE, Secretary

CL636053445300

Before me, the undersigned authority, personally appeared ANNA CROTHERS, the President of DOUBLE BROOK FARM, INC. (A Florida Corporation), and who, after being duly sworn, states that (s)he is authorized to sign the Articles of Merger between DOUBLE BROOK FARM, INC. and DOUBLE BROOK FARM, INC., and that (s)he signed the same on behalf of DOUBLE BROOK FARM, INC. in his/her capacity as President.

Lacey B Wilson
Notary Public



Lacey B Wilson
My Commission CC834552
Expires May 9, 2003

CL636053445300

Before me, the undersigned authority, personally appeared ANNA CROTHERS, the President of DOUBLE BROOK FARM, INC. (A New York Corporation), and who, after being duly sworn, states that (s)he is authorized to sign the Articles of Merger between DOUBLE BROOK FARM, INC. and DOUBLE BROOK FARM, INC., and that (s)he signed the same on behalf of DOUBLE BROOK FARM, INC. in his/her capacity as President.

Lacey B Wilson
Notary Public



Lacey B Wilson
My Commission CC834552
Expires May 9, 2003