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\* ALSO ADMITTED IN FLORIDA

SERVICE BY FACSIMILE  
NOT ACCEPTED

December 20, 1999

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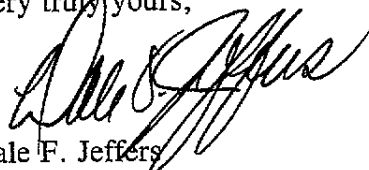
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed for filing are the Articles of Merger of Spring Road and D.B.A.G.A. Corporation into Locust Hill Farms & Development Corporation with the Plan of Merger attached. Also enclosed is one copy. Kindly return a certified copy of the Articles of Merger to the undersigned. Enclosed is a check for \$113.75 covering the filing fees of \$35 for each corporation and \$8.75 for the certified copy. Also enclosed is an Application for Reinstatement for D.B.A.G.A. Corporation, Inc. together with a check payable to the Department of State for \$1,350.00 for the reinstatement fee.

Thank you for your attention to this matter.

Very truly yours,

  
Dale F. Jeffers

DFJ/gsw  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 DEC 27 PM 5:07

merger  
LFS  
1-7-2000

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

D.B.A.G.A. CORPORATION, INC., a Florida corporation (Document #S67225)

SPRING ROAD CORP., a New York corporation (not qualified to transact  
business in Florida)

INTO

**LOCUST HILL FARMS & DEVELOPMENT CORPORATION.** a New York  
corporation not qualified in Florida

File date: December 27, 1999

Corporate Specialist: Louise Flemming-Jackson

99 DEC 27 PM 5: 07

**ARTICLES OF MERGER  
OF  
SPRING ROAD CORP. AND D.B.A.G.A. CORPORATION, INC.  
INTO  
LOCUST HILL FARMS & DEVELOPMENT CORPORATION**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

**FIRST:** The name and jurisdiction of the surviving corporation is:

*Locust Hill Farms & Development Corporation* New York

**SECOND:** The name and jurisdiction of the merging corporation is:

*D.B.A.G.A. Corporation, Inc.* Florida  
*Spring Road Corp.* New York

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The plan of Merger was adopted by the shareholders of the surviving corporation on August 30, 1999.

**SIXTH:** The Plan of Merger was adopted by the shareholders of the merging corporations on August 30, 1999.

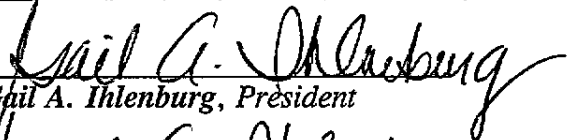
**SEVENTH:** The address of the principal office of the surviving corporation, Locust Hill Farms & Development Corporation is 16 Spring Road, Hudson, New York 12534.

**EIGHTH:** Locust Hill Farms & Development Corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

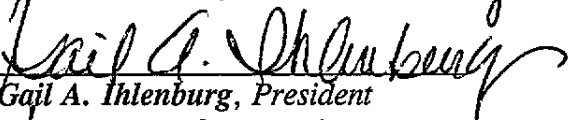
**NINTH:** Locust Hill Farms & Development Corporation as the surviving entity has agreed to properly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302.

**SEVENTH: SIGNATURES FOR EACH CORPORATION**

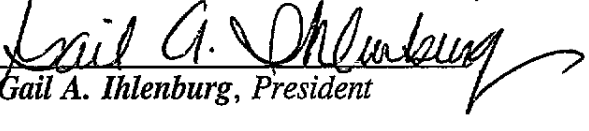
*Locust Hill Farms & Development Corporation*

  
Gail A. Ihlenburg, President

*D. B.A.G.A. Corporation, Inc.*

  
Gail A. Ihlenburg, President

*Spring Road Corp.*

  
Gail A. Ihlenburg, President

**PLAN OF MERGER  
OF  
SPRING ROAD CORP.  
AND  
D.B.A.G.A. CORPORATION, INC.  
INTO  
LOCUST HILL FARMS & DEVELOPMENT CORPORATION**

**ARTICLE I**

1. The name of each Constituent Corporation is: *Spring Road Corp., D.B.A.G.A. Corporation, Inc. and Locust Hill Farms & Development Corporation.*

2. The name of the Surviving Corporation is *Locust Hill Farms & Development Corporation.*

**ARTICLE II**

As to each Constituent Corporation, the designation and number of outstanding shares of each class and series and the voting rights are:

***Spring Road Corp.***

Outstanding Shares in Each Class and Series		Classes and Series Entitled to Vote	Classes and Series Entitled to Vote as a Class
Designation	Number		
Common	100	Voting	None

***D.B.A.G.A. Corporation, Inc..***

Outstanding Shares in Each Class and Series		Classes and Series Entitled to Vote	Classes and Series Entitled to Vote as a Class
Designation	Number		
Common	966	Non-voting	None
Common	1	Voting	None

***Locust Hill Farms & Development Corporation***

Outstanding Shares in Each Class and Series		Classes and Series Entitled to Vote	Classes and Series Entitled to Vote as a Class
Designation	Number		
Common	0	Non-voting	None
Common	1	Voting	None

***ARTICLE III***

***BY-LAWS AND ANNUAL MEETING OF SURVIVING CORPORATION***

The By-Laws of the Surviving Corporation, as they exist on the effective date of the merger, shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein. The first annual meeting of the shareholders of the Company held after the date when the merger becomes effective, shall be the annual meeting provided by the By-Laws thereof for the year 2000.

***ARTICLE IV***

***MEETING OF THE BOARD OF DIRECTORS; OFFICERS***

The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the By-Laws of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting. All persons who shall be officers of the Surviving Corporation on the effective date of the merger shall be and remain in the same respective offices until the board of directors of the Surviving Corporation shall elect or appoint their successors.

## **ARTICLE V**

### **MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION**

The manner and basis of converting shares of the Constituent Corporation into shares of the Surviving Corporation shall be as follows:

a. Each common share of *Spring Road Corp.*, outstanding on the effective date of the merger and all rights in respect thereto shall forthwith upon such effective date, be converted into, and become exchanged for .66 common shares of *Locust Hill Farms & Development Corporation*. The shares of *Spring Road Corp.* presently held by Gabriel Arcuri shall be exchanged for voting shares of *Locust Hill Farms & Development Corporation* and the shares of *Spring Road Corp.* presently held by all other shareholders shall be exchanged for non-voting shares of *Locust Hill Farms & Development Corporation*. Each holder of the common shares of *Spring Road Corp.* shall thereafter be entitled, upon presentation for surrender to *Locust Hill Farms & Development Corporation*, or its agent, of the certificate or certificates representing such shares to receive in exchange therefor a certificate or certificates representing the shares of fully-paid and non-assessable common shares of the *Locust Hill Farms & Development Corporation*, to which such holder shall be entitled upon the aforesaid basis of conversion and exchange. Any shares of any class of *Spring Road Corp.* held in its treasury on the effective date of the merger will be canceled.

b. Each common share of *D.B.A.G.A. Corporation, Inc.*, outstanding on the effective date of the merger and all rights in respect thereto shall forthwith upon such effective date, be converted into, and become exchanged for .03 common shares of *Locust Hill Farms & Development Corporation*. The shares of *D.B.A.G.A. Corporation, Inc.* which are presently voting shares shall be exchanged for voting shares of *Locust Hill Farms & Development Corporation* and the shares of *D.B.A.G.A. Corporation, Inc.* which are presently non-voting shares shall be exchanged for non-voting shares of *Locust Hill Farms & Development Corporation*. Each holder of the common shares of *D.B.A.G.A. Corporation, Inc.* shall thereafter be entitled, upon presentation for surrender to *Locust Hill Farms & Development Corporation*, or its agent, of the certificate or certificates representing such shares to receive in exchange therefor a certificate or certificates representing the shares of fully-paid and non-assessable common shares of the *Locust Hill Farms & Development Corporation*, to which such holder shall be entitled upon the aforesaid basis of conversion and exchange. Any shares of any

class of *D.B.A.G.A. Corporation, Inc.* held in its treasury on the effective date of the merger will be canceled.

## ARTICLE VI

### MISCELLANEOUS PROVISIONS

1. *Adoption by Shareholders.* This plan shall be submitted to the respective shareholders of the Constituent Corporation; as provided by law for the adoption thereof by the requisite votes of the shareholders of each of the Constituent Corporations as provided by law, all in accordance with the Business Corporation Law of the State of New York and where applicable with the Florida Statutes.

2. *Effect of Merger.* When a Certificate of Merger shall have been filed by the Department of State, as required by the Business Corporation Law of the State of New York, the separate existence of *Spring Road Corp.* and *D.B.A.G.A. Corporation, Inc.* shall cease as of the effective date specified in such Certificate of Merger and said corporations shall be merged in accordance with the provisions of this plan into *Locust Hill Farms & Development Corporation*, which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of *Spring Road Corp.* and *D.B.A.G.A. Corporation, Inc.*, and all the property, real and personal, including subscriptions for shares, causes of action and every other asset of each of *Spring Road Corp.* and *D.B.A.G.A. Corporation, Inc.*, shall vest in such *Locust Hill Farms & Development Corporation* without further act or deed, except that if *Locust Hill Farms & Development Corporation* shall at any time deem it desirable that any further assignment of assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of *Spring Road Corp.* and *D.B.A.G.A. Corporation, Inc.* shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; *Locust Hill Farms & Development Corporation* shall assume and be liable for all the liabilities, obligations and penalties of Holbrook Warehouse Corp. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against *Spring Road Corp.* or *D.B.A.G.A. Corporation, Inc.*, or any shareholder, officer or director thereof, shall abate or be discontinued by such merger but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or *Locust Hill Farms & Development Corporation* may be substituted in such action in place of *Spring Road Corp.* or *D.B.A.G.A. Corporation, Inc.*.

3. *Abandonment of Merger.* If, at any time prior to the effective date hereof, events or circumstances occur, which in the opinion of a majority of the board of directors of *Spring Road Corp.*, *D.B.A.G.A. Corporation, Inc.* or *Locust Hill Farms & Development Corporation*, renders it inadvisable to consummate the merger, this plan of merger shall not become effective even through previously adopted by the shareholders of the Corporations as hereinbefore provided. The



filing of the merger shall conclusively establish that no action to terminate this plan has been taken by the board of directors of either Corporation.

4. *Expenses of Merger.* The *Locust Hill Farms & Development Corporation* shall pay all expenses of carrying this plan into effect and of accomplishing the merger.

5. *Counterparts.* For the convenience of the parties and to facilitate approval of this plan, any number of counterparts thereof may be executed, and each such executed counterparts shall be deemed to be an original instrument.

The foregoing plan has been duly approved by the respective board of directors of each constituent corporation on the following dates:

<u>NAME OF CORPORATION</u>	<u>APPROVAL DATE</u>
<i>Locust Hill Farms &amp; Development Corporation</i>	August 30, 1999
<i>Spring Road Corp.</i>	August 30, 1999
<i>D.B.A.G.A. Corporation, Inc.</i>	August 30, 1999