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G69185

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CORPORATION(S) NAME

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****315.00 ****315.00

900002480999--9
-04/07/98--01049--007
****52.50 ****52.50

Albert Fisher, Inc.

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Jon Mergers C.C.

DIVISION OF CORPORATION
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ARTICLES OF MERGER
Merger Sheet

MERGING:

ALBERT FISHER SALES/POMPANO, INC., a Florida corporation, G69185
(DOCUMENT FILMED HERE)
VELVET TOMATO, INC., a Florida corporation, S77377
FISHER/GULF COAST, INC., a Florida corporation, K07672
CLASSIC FRESH CUTS, INC., a Florida corporation, P93000041049
ALBERT FISHER TRANSPORT COMPANY, a Delaware corporation, not
qualified in Florida
ALBERT FISHER SALES/NOGALES, INC., a Delaware corporation, not qualified
in Florida
RIVER RANCH SUN SLICES, INC., a Delaware corporation not, qualified in
Florida
FISHER PROCUREMENT, INC., a California corporation, not qualified in Florida

INTO

ALBERT FISHER, INC., a Delaware corporation not qualified in Florida

File date: April 7, 1998

Corporate Specialist: Joy Moon-French

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Albert Fisher, Inc.	Delaware
Albert Fisher Transport Company	Delaware
Albert Fisher Sales/Nogales, Inc.	Delaware
River Ranch Sun Slices, Inc.	Delaware
Albert Fisher Sales/Pompano, Inc.	Florida
Velvet Tomato, Inc.	Florida
Fisher/Gulf Coast, Inc.	Florida
Classic Fresh Cuts, Inc.	Florida
Fisher Procurement, Inc.	California

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SECOND: The laws of the state or country under which such foreign corporations are organized permit such merger and such foreign corporations are complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S., and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The plan of merger is as follows:

- (1) All of the corporations listed in the first article of this Articles of Merger, other than Albert Fisher, Inc. (the "Merging Corporations"), will merge with and into Albert Fisher, Inc. ("Albert Fisher"), with Albert Fisher being the surviving corporation (the "Merger").

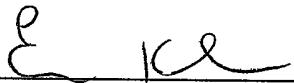
(2) On the effective date of the Merger, each issued and outstanding share of the common stock of the Merging Corporations and all rights to acquire shares of common stock of the Merging Corporations, if any, shall be canceled, and certificates which, prior to the effective date of the Merger, represented shares of common sock of the Merging Corporations shall thereafter be deemed canceled. No shares or Albert Fisher will be issued pursuant to the Merger.

FIFTH: The effective date of this Articles of Merger shall be the date of filing.

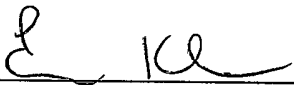
SIXTH: The Plan of Merger was adopted by the shareholders and the Board of Directors of the Merging Corporations on the 28th day of February, 1998, and was adopted by the shareholders and the Board of Directors of Albert Fisher on the 28th day of February, 1998.

Signed this 28th day of February, 1998.

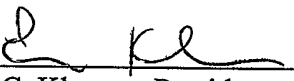
ALBERT FISHER, INC.

By: 
Eric C. Klasson, President

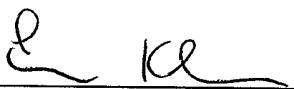
ALBERT FISHER TRANSPORT COMPANY

By: 
Eric C. Klasson, President


ALBERT FISHER SALES/NOGALES, INC.

By: 
Eric C. Klasson, President

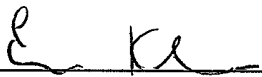
RIVER RANCH SUN SLICES, INC.

By: 
Eric C. Klasson, President


ALBERT FISHER SALES/POMPANO, INC.

By: 
Eric C. Klasson, President


VELVET TOMATO, INC.

By: 
Eric C. Klasson, President


FISHER/GULF COAST, INC.

By: 
Eric C. Klasson, President

CLASSIC FRESH CUTS, INC.

By: 
Eric C. Klasson, President

FISHER PROCUREMENT, INC.

By: 
Eric C. Klasson, President