

P00000115585

J. Allen Dougherty
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-01/29/01--01007--007
*****8.75 *****8.75

December 26, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

200003516332--6
-12/28/00--01090--002
*****70.00 *****70.00

Dears Sirs:

Enclosed herewith concerning the merger of Happy Hill Farm,
Inc. (a Pennsylvania corporation) into Happy Hill Farm, Inc. (a Florida Corporation)
are the following:

- 1) A check in the amount of \$70.00 in payment of the filing fee.
- 2) Articles of Merger and Plan of Merger (Florida Forms).
- 3) Agreement and Plan of Merger.
- 4) Consent in writing of the Sole Director and Sole Shareholder
Of Happy Hill Farm, Inc. (a Pennsylvania corporation).
- 5) Consent in writing of the Sole Director and Sole Shareholder
of Happy Hill Farm, Inc. (a Florida corporation).
- 6) Consent to Appropriation of Name (a Pennsylvania Form).

FILED
00 DEC 28 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please forward any documents and acknowledgements to the
undersigned at the above address.

Thank you.

*Effective date
12/31/00
merger*

Respectfully submitted

J. Allen Dougherty

J. Allen Dougherty

J.Allen Dougherty
Attorney at Law
6 The Green, Woodstock, Vermont 05091
802-457-9910 - Fax: 802-457-9911
n6091y0@aol.com

January 22, 2001

The Honorable Katherine Harris, Secretary of State
Florida Department of State, Division of Corporations
P.O. Box 6327, Tallahassee, Florida

Dear Ms Harris:

I am resubmitting herewith the Articles of Merger (Sections 607.1101-607.1107, F.S.) in accordance with your letter of January 8,2001 along with an additional check for \$8.75 for a certified copy of the filing.

Please note that enclosed is a consent by the merged corporation to the appropriation of its name by the surviving corporation.

I am sorry for any inconvenience caused by the submission of the inappropriate form with the original submission of the papers pertaining to this merger. If it is not possible to utilize December 31, 2000 as the effective date of the merger, it is acceptable to have the merger deemed to be effective upon the filing of this resubmission.

If there are any other questions or issues pertaining to this submission of the merger, it is respectfully requested that you call the undersigned at the number listed above

Respectfully submitted


J Allen Dougherty



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 8, 2001

J. ALLEN DOUGHERTY
6 THE GREEN
WOODSTOCK, VT

SUBJECT: HAPPY HILL FARM, INC.
Ref. Number: P00000115585

We have received your document for HAPPY HILL FARM, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 701A00000986

ARTICLES OF MERGER
Merger Sheet

MERGING:

HAPPY HILL FARM, INC., a Pennsylvania corporation not authorized to transact
business in Florida.

INTO

HAPPY HILL FARM, INC., a Florida entity, P00000115585

File date: December 28, 2000, effective December 31, 2000

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
(Profit Corporations)

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 are:

<u>Name</u>	<u>Jurisdiction</u>
<u>HAPPY HILL FARM, INC.</u>	<u>FLORIDA</u>

FILED
00 DEC 28 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>HAPPY HILL FARM, INC.</u>	<u>PENNSYLVANIA.</u>
_____	_____
_____	_____
_____	_____

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

OR 12 / 31 / 2000 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 26, 2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 26, 2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

HAPPY HILL FARM, INC (PA)

J. Allen Dougherty

J. ALLEN DOUGHERTY - VICE PRESIDENT
AND ASSISTANT SECRETARY

HAPPY HILL FARM, INC (FLA)

J. Allen Dougherty

J. ALLEN DOUGHERTY - VICE PRESIDENT
AND ASSISTANT SECRETARY

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>HAPPY HILL FARM, INC</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>HAPPY HILL FARM, INC</u>	<u>PENNSYLVANIA</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: ALL OUTSTANDING THREE HUNDRED SHARES OF THE COMMON STOCK OF THE MERGED CORPORATION, HAPPY HILL FARM, INC (A PENNSYLVANIA CORPORATION), THERE BEING NO OTHER CLASS OF STOCK OUTSTANDING, WILL AUTOMATICALLY UPON THE EFFECTIVE DATE OF THE MERGER BE CONVERTED INTO THREE HUNDRED SHARES OF THE COMMON STOCK OF THE SURVIVING CORPORATION, HAPPY HILL FARM, INC. (A FLORIDA CORPORATION).

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NONE

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

SEE ATTACH AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER OF
HAPPY HILL FARM, INC.
WITH AND INTO
HAPPY HILL FARM, INC.**

This Agreement and Plan of Merger (the "Agreement") is made and entered into as of the 31st ___ day of December, 2000 by and between **HAPPY HILL FARM, INC.**, a Pennsylvania corporation (the "Merged Corporation"), and **HAPPY HILL FARM, INC.**, a Florida corporation (the "Surviving Corporation") (the Merged Corporation and the Surviving Corporation) being sometimes collectively referred to in this Plan as the ("Constituent Corporations").

WITNESSETH:

WHEREAS, the laws of the State of Florida permit a merger of the Constituent Corporations;

WHEREAS, the Boards of Directors and the Shareholders of each of the Constituent Corporations have determined that it is advisable and for the benefit of each of the Constituent Corporations that the Merged Corporation be merged with and into the Surviving Corporation on the terms and conditions hereinafter set forth, and by resolutions duly adopted have accepted the terms and conditions of this Agreement;

NOW, THEREFORE, for and in consideration of the mutual agreements, promises and covenants contained herein, it is agreed by and between the parties hereto, subject to the conditions hereinafter set forth and in accordance with applicable law, that the Merged Corporation shall be and hereby is, at the Effective Date (as hereinafter defined), merged with and into the Surviving Corporation with the corporate existence of the Surviving Corporation to be continued under the name "Happy Hill Farm, Inc.," and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, the manner of converting shares are and shall be as follows:

Section 1

Merger

1.1 On the Effective Date, the Merged Corporation shall be merged with and into the Surviving Corporation, which shall continue in existence.

1.2 Without limiting the foregoing, on and after the Effective Date, the separate existence of the Merged Corporation shall cease, and, in accordance with the terms of this Agreement, the title to all real estate and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued with the Surviving Corporation being or becoming the sole party thereto.

1.3 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of the Merged Corporation, the last acting officers of the Merged Corporation, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

Section 2

Terms of Transaction

2.1 Upon the Effective Date:

(a) Each share of the Merged Corporation's Common Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be converted into shares of the Common Stock of the Surviving Corporation, subject to the provisions of Section 2.2 below, the shares of Common Stock of the Surviving Corporation required for such purpose being drawn from authorized but unissued shares of the Surviving Corporation.

(b) Each share of the Merged Corporation's Common Stock held in its treasury immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist without any conversion thereof.

(c) Each share of the Surviving Corporation's Common Stock outstanding and owned of record by its shareholders immediately before the Effective Date shall be identical to an outstanding or reacquired share of Common Stock, respectively, of the Surviving Corporation immediately after the merger.

2.2 After the Effective Date, each holder of an outstanding certificate or certificates which immediately prior thereto represented shares of the Merged Corporation's Common Stock will, upon surrender of such certificate or certificates, be entitled to a certificate or certificates representing the number of shares of the Common Stock of the Surviving Corporation into which the aggregate number of shares of the Merged Corporation's Common Stock previously represented by such certificate or certificates surrendered shall have been converted pursuant to Section 2.1 of this Agreement.

Section 3

Directors and Officers

The persons who are directors and officers of the Surviving Corporation immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation and shall continue to hold office as provided in the bylaws of the Surviving Corporation.

Section 4

Articles of Incorporation and Bylaws

4.1 From and after the Effective Date, the Articles of Incorporation of the Surviving Corporation, as in effect at such date, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

4.2 From and after the Effective Date, the bylaws of the Surviving Corporation, in effect at such date, shall be the bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

Section 5

Shareholder Approval, Effectiveness of Merger

This Agreement has been submitted for approval to the shareholders of both Constituent Corporations. This Agreement having been duly authorized and adopted by the requisite vote or written consents of such shareholders and not terminated and abandoned, this Agreement shall be executed, and this Agreement, and/or Articles or a Certificate of Merger incorporating the terms of this Agreement, shall be filed and recorded in accordance with the laws of the State of Florida as soon as practicable. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for. The merger shall become effective as of 11:59 p.m. Eastern Standard Time on December 31, 2000.

Section 6

Miscellaneous

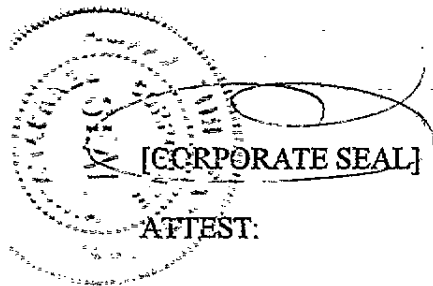
6.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute but one and the same agreement.

6.2 This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date hereinabove first written.

THE MERGED CORPORATION

BY: Peter Wiedener Withersell
President



ATTEST:

BY: J. Allen Duffinity
Asst Secretary

THE SURVIVING CORPORATION

BY: Peter Wiedener Withersell
President



ATTEST:

BY: J. Allen Duffinity
Asst Secretary

HAPPY HILL FARM, Inc.
(A Pennsylvania Corporation)
Consent In Writing
by the
Sole Shareholder and the
Sole Director
In Lieu of Annual Meeting

The undersigned, being the sole member of the Board of Directors and the sole Shareholder of Happy Hill Farm, Inc, a Pennsylvania corporation, having voting powers and entitled to vote, hereby consents to the following resolutions, in lieu of holding and annual meeting:

RESOLVED, that the Agreement and Plan of Merger attached to this consent, pursuant to which this corporation is to be merged into a Florida Corporation with the same name due to the movement of the corporation's business to the State of Florida, is hereby ratified, confirmed, and approved;

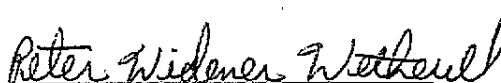
FURTHER RESOLVED, that the officers and directors of this corporation be and they hereby are authorized to take any and all action that may be necessary or desirable to consummate the merger with the Florida Corporation being the surviving corporation , effective as of 11:59 p.m. on December 31, 2000

IN WITNESS WHEREOF, the undersigned has caused this Consent in Writing to bethis 16th day of December, 2000.

SOLE SHAREHOLDER

SOLE DIRECTOR


Peter Widener Wetherill


Peter Widener Wetherill

HAPPY HILL FARM, Inc.
(A Florida Corporation)
Consent In Writing
by the
Sole Shareholder and the
Sole Director
In Lieu of Annual Meeting

The undersigned, being the sole member of the Board of Directors and the sole Shareholder of Happy Hill Farm, Inc, a Florida corporation, having voting powers and entitled to vote, hereby consents to the following resolutions, in lieu of holding an annual meeting:


RESOLVED, that the Agreement and Plan of Merger attached to this consent, pursuant to which this corporation is to be the surviving corporation in a merger with a Pennsylvania Corporation with the same name is hereby ratified, confirmed, and approved;

FURTHER RESOLVED, that the officers and directors of this corporation be and they hereby are authorized to take any and all action that may be necessary or desirable to consummate the merger with the Pennsylvania Corporation effective as of 11:59 p.m.on December 31, 2000

IN WITNESS WHEREOF, the undersigned has caused this Consent in Writing to be this 26th day of December, 2000.

SOLE SHAREHOLDER

SOLE DIRECTOR


Peter Widener Wetherill


Peter Widener Wetherill