

AGREEMENT

MERGING

SOUTHLAND PRODUCE CO.,
an Idaho corporation

INTO

SOUTHLAND PRODUCE COMPANY,
a Nevada corporation

AGREEMENT OF MERGER, dated this 27th day of June, 1975, by and between Southland Produce Co., a corporation organized and existing under and by virtue of the laws of the State of Idaho ("Southland of Idaho"), and Southland Produce Company, a corporation organized and existing under and by virtue of the laws of the State of Nevada ("Southland of Nevada").

W I T N E S S E T H:

WHEREAS, the board of directors of each of the aforesaid corporations (parties to this agreement), in consideration of the mutual agreements of each corporation as set forth herein, do deem it advisable and generally to the welfare of said corporations and the respective stockholders thereof, that Southland of Nevada merge into itself Southland of Idaho, and that Southland of Idaho be merged into Southland of Nevada, under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, the articles of incorporation of Southland of Idaho were filed in the office of the Secretary of State of the State of Idaho on the 14th day of September, 1965, and

WHEREAS, the articles of incorporation of Southland of Nevada were filed in the office of the Secretary of State of the State of Nevada on the 10th day of June, 1968, and

WHEREAS, Southland of Nevada owns all of the outstanding shares of the stock of Southland of Idaho;

NOW, THEREFORE, the corporations, parties to this agreement, by and between their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed, and do hereby agree, each with the other, that Southland of Nevada shall merge into itself Southland of Idaho, and that Southland of Idaho shall be merged into said Southland of Nevada, and do hereby agree upon and prescribe the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting the shares of the constituent corporations into the shares of the surviving corporation, as follows:

FIRST

Southland of Nevada hereby merges into itself Southland of Idaho and, likewise, Southland of Idaho shall be and is hereby merged into said Southland of Nevada, said merger to be effective June 30, 1975 (the "Effective Date"). The articles of incorporation of Southland of Nevada shall be the articles of incorporation of the surviving corporation.

SECOND

The articles of incorporation of the surviving corporation are not to be amended as a result of the merger and are to continue in full force and effect.

THIRD

The terms and conditions of the merger are as follows:

Until altered, amended or repealed, as therein provided, the by-laws of Southland of Nevada, as in effect on the Effective Date, shall be the bylaws of the surviving corporation.

The first board of directors of the surviving corporation shall be the directors of Southland of Nevada in office on the Effective Date.

The first annual meeting of the shareholders of the surviving corporation to be held after the effective date of this agreement of merger, shall be the annual shareholders meeting provided for in the bylaws of Southland of Nevada for the year 1976.

The first officers of the surviving corporation shall be the officers of Southland of Nevada in office on the Effective Date.

The first regular meeting of the board of directors of the surviving corporation to be held after the Effective Date of this agreement of merger, shall be the regular board of directors meeting provided for in the bylaws of Southland of Nevada and shall be held at the time and place specified in the notice of said meeting.

The surviving corporation shall pay all expenses of carrying this agreement of merger into effect and of accomplishing the merger.

Upon the Effective Date of this agreement of merger, the separate existence of Southland of Idaho shall cease and said corporation shall be merged into Southland of Nevada, the surviving corporation, in accordance with the provisions of this agreement, which corporation shall possess all the rights, privileges and franchises, as well of a public as of a private nature, possessed by each of the constituent corporations and be subject to all the restrictions, disabilities and duties of each of the constituent corporations, and all the property, real, personal and mixed, and

all debts due on whatever account to each of the constituent corporations, including subscriptions for shares and all other choses in action belonging to either of the constituent corporations, shall be taken and be deemed to be transferred to and vested in such surviving corporation, without further act or deed, and the title to any real estate, whether by deed or otherwise vested in either of said constituent corporations shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of said constituent corporations shall be preserved unimpaired and the surviving corporation shall be responsible for all the liabilities and obligations of Southland of Idaho as if the surviving corporation had itself incurred such liabilities or obligations, and any claim existing or action or proceeding pending by or against said Southland of Idaho may be prosecuted to judgment and shall bind the surviving corporation as if such merger had not taken place, or the said surviving corporation may be proceeded against or substituted in place of said Southland of Idaho.

If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of said Southland of Idaho, the proper officers and directors of said corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this agreement of merger.

FOURTH

The manner of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

Southland of Idaho is a wholly-owned subsidiary corporation of Southland of Nevada and, therefore, no formal transfer or conversion of shares is necessary to effectuate the merger. The existing stock certificates of Southland of Idaho, all of which are owned by and in the possession of Southland of Nevada, shall be cancelled by said Southland of Nevada as at the Effective Date.

FIFTH

This agreement, after having been approved by a majority vote of the board of directors of each constituent corporation, shall be signed by the directors of each of said corporations, whereupon it shall be submitted for the approval of the shareholder of Southland of Idaho, and for the approval of Curvin J. Trone, Jr. and Herbert Kunzel, as Trustee and Additional Trustee, respectively (hereinafter "Trustees") to Westgate-California Corporation (a Nevada corporation seeking reorganization under Chapter X of the Bankruptcy Act and which is the sole shareholder of Southland of Nevada). If at a meeting duly called and held, the holders of two-thirds of the voting power of all of the shareholders of Southland of Idaho shall vote for the adoption of the agreement, or, alternatively, if the shareholders of Southland of Idaho adopt the agreement by unanimous written consent without holding a meeting, and if the Trustees consent to the agreement of merger, that fact shall be certified on the agreement by the secretary of each

corporation, and the agreement so adopted and certified, shall be signed by the president and secretary of each of said corporations and acknowledged by the president of each of such corporations, whereupon it shall be delivered to the Secretaries of State of the States of Nevada and Idaho for filing and a copy certified by the Secretaries of State of the States of Idaho and Nevada shall be filed for record in the office of the County Recorder of the Counties in Idaho and Nevada in which the constituent corporations have their registered offices, and in any counties in which said corporations have land, title to which will be transferred as a result of the merger.

IN WITNESS WHEREOF, this agreement of merger, having been approved by resolution of the board of directors of Southland of Nevada and by resolution of the board of directors of Southland of Idaho, they and each of them do respectively hereby sign this agreement of merger.

SOUTHLAND PRODUCE CO.,
an Idaho corporation

SOUTHLAND PRODUCE COMPANY,
a Nevada corporation

By Soll Gendel
Soll Gendel, Director

By Soll Gendel
Soll Gendel, Director

By Marshall Anderson
Marshall Anderson, Director

By Marshall Anderson
Marshall Anderson, Director

By Raymond Ige
Raymond Ige, Director

By Raymond Ige
Raymond Ige, Director

By Ron Butter
Ron Butter, Director

By Ron Butter
Ron Butter, Director

By Joel Holliday
Joel Holliday, Director

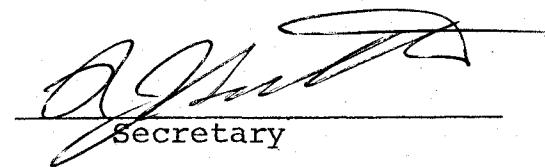
By Joel Holliday
Joel Holliday, Director

By Herbert Kunzel
Herbert Kunzel, Director

By Herbert Kunzel
Herbert Kunzel, Director

I, Ron Sutter, secretary of Southland Produce Company, a Nevada corporation, hereby certify, as such secretary and under the seal of said corporation, that the agreement of merger to which this certificate is attached, after having been first duly approved by resolution of the board of directors of Southland Produce Company and by resolution of the board of directors of Southland Produce Co., an Idaho corporation, and having been signed by the directors of Southland Produce Company and Southland Produce Co., was duly consented to, in writing, by Curvin J. Trone, Jr. and Herbert Kunzel, as Chapter X Trustee and Additional Trustee to Westgate-California Corporation (a Nevada corporation seeking reorganization under Chapter X of the Bankruptcy Act and which is the sole shareholder of Southland Produce Company).

WITNESS my hand and the seal of the said Southland Produce Company on this 27th day of June, 1975.

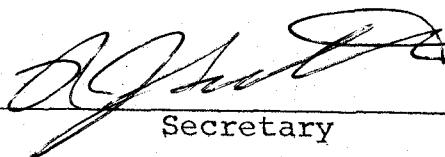


Secretary

(CORPORATE SEAL)

I, Ron Sutter, secretary of Southland Produce Co., an Idaho corporation, hereby certify, as such secretary and under the seal of said corporation, that the agreement of merger to which this certificate is attached, after having been first duly approved by resolution of the board of directors of Southland Produce Co. and by resolution of the board of directors of Southland Produce Company, a Nevada corporation, and having been signed by the directors of Southland Produce Co. and by the board of directors of Southland Produce Company was duly adopted by the written consent of the sole shareholder of Southland Produce Co.; said sole shareholder holding all of the shares of capital stock of the corporation now issued and outstanding.

WITNESS my hand and the seal of the said Southland Produce Co. on this 27th day of June, 1975.



Secretary

(CORPORATE SEAL)

THIS AGREEMENT OF MERGER, having been approved by resolution of the board of directors of Southland Produce Company, a Nevada corporation, and by resolution of the board of directors of Southland Produce Co., an Idaho corporation, and having been signed by the directors of Southland Produce Company and Southland Produce Co., and, thereafter, having been approved, by written consent, by the sole shareholder of Southland Produce Co., and having been consented to in writing by Curvin J. Trone, Jr. and Herbert Kunzel, Trustee and Additional Trustee of Westgate-California Corporation (a Nevada corporation seeking reorganization under Chapter X of the Bankruptcy Act and the sole shareholder of Southland Produce Company), the president and secretary of Southland Produce Company, and the president and secretary of Southland Produce Co., do hereby execute this agreement of merger under the corporate seal of each of said corporations by authority of the directors of each of said corporations as the act and deed of each of said corporations, on this 27 day of June, 1975.

SOUTHLAND PRODUCE COMPANY,
a Nevada corporation

(CORPORATE SEAL)

By Soll Gendel
Soll Gendel, President

Ron Sutter
Ron Sutter, Secretary

SOUTHLAND PRODUCE CO.,
an Idaho corporation

(CORPORATE SEAL)

By Soll Gendel
Soll Gendel, President

Ron Sutter
Ron Sutter, Secretary

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On the 26 day of June, 1975, before me, a notary public of the State of California, personally appeared Soli Gendel, known to me to be the president of Southland Produce Company, a Nevada corporation, one of the corporations which executed the agreement of merger to which this is attached, and acknowledged to me that such corporation executed the same for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On the 27 day of June, 1975, before me, a notary public of the State of California, personally appeared Ron Sutter, known to me to be the secretary of Southland Produce Company, a Nevada corporation, one of the corporations which executed the agreement of merger to which this is attached, and acknowledged to me that such corporation executed the same for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Susan M. Minette
Notary Public

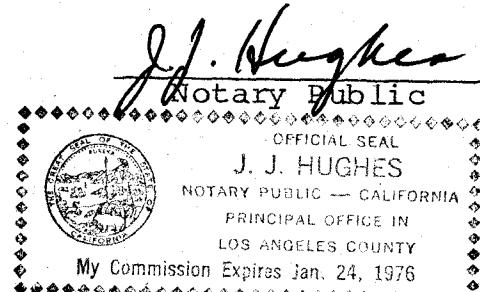


STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On the 26th day of June, 1975, before me, a notary public of the State of California, personally appeared Soll Gendel known to me to be the president of Southland Produce Co., an Idaho corporation, one of the corporations which executed the agreement of merger to which this is attached, and acknowledged to me that such corporation executed the same for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)



On the 27th day of June, 1975, before me, a notary public of the State of California, personally appeared Ron Sutter, known to me to be the secretary, of Southland Produce Co., an Idaho corporation, one of the corporations which executed the agreement of merger to which this is attached, and acknowledged to me that such corporation executed the same for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Susan M. Minette
Notary Public

