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Elaine F. Marshall
North Carolina Secretary of State

STATE OF NORTH CAROLINA
DEPARTMENT OF THE SECRETARY OF STATE

ARTICLES OF MERGER
OF
WEAVER FERTILIZER COMPANY
(a North Carolina corporation)
AND
FIRST SETTLERS LAND CORPORATION
(a North Carolina corporation)
WITH AND INTO
WEAVER FERTILIZER COMPANY, INCORPORATED
(a Virginia corporation)

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between two domestic business corporations and a foreign business corporation.

1. The name of the surviving corporation is **WEAVER FERTILIZER COMPANY, INCORPORATED**, a corporation organized under the laws of the Commonwealth of Virginia; the name of the merged corporations are **FIRST SETTLERS LAND CORPORATION** and **WEAVER FERTILIZER COMPANY**, which are corporations organized under the laws of North Carolina.

2. Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger.

3. With respect to the surviving corporation, shareholder approval was NOT required for the merger.

4. With respect to the merged corporations, shareholder approval was NOT required for the merger.

5. The merger is permitted by the law of the state or country of incorporation or organization of each foreign entity which is a party.

6. Each foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.

7. The mailing address of the surviving foreign corporation is 1609 First Virginia Bank Tower, P. O. Box 3730, Norfolk, Virginia 23514. The surviving foreign corporation will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

8. These articles will be effective upon filing.

This is the 12th day of July, 2002.

WEAVER FERTILIZER COMPANY, INCORPORATED
(a Virginia corporation)

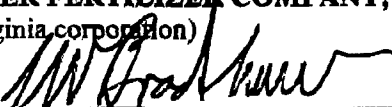
By: 
C. W. Bradshaw, President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made as of the 12th day of July, 2002, among WEAVER FERTILIZER COMPANY, INCORPORATED, a Virginia corporation (the "Parent"), and FIRST SETTLERS LAND CORPORATION, a North Carolina corporation and WEAVER FERTILIZER COMPANY, a North Carolina corporation (collectively, the "Subsidiaries"), pursuant to Section 13.1-719 of the Virginia Stock Corporation Act and the corresponding provisions of the North Carolina Business Corporation Act.

In consideration of their mutual covenants, the parties agree as follows:

1. The Merger. The Parent is a Virginia corporation in good standing and is the owner of all of the outstanding shares of the Subsidiaries, which are North Carolina corporations also in good standing. The Subsidiaries hereby plan and agree to merge with and into the Parent pursuant to the provisions of the Virginia Stock Corporation Act and to the corresponding provisions of the laws of the North Carolina, which is the jurisdiction of organization of the Subsidiaries. The Parent shall be the surviving corporation. The separate existence of the Subsidiaries shall cease at the effective date of the merger pursuant to the provisions of the laws of North Carolina and the Parent shall continue its existence as the surviving corporation pursuant to the provisions of the Virginia Stock Corporation Act.

2. Conversion of Shares. The issued shares of the Subsidiaries shall not be converted in any manner, but each said share which is issued immediately prior to the effective date of the merger shall, at the effective date of the merger, be surrendered and extinguished.

3. Terms and Conditions of the Merger. The Merger is subject to approval by the Boards of Directors of the Parent and the Subsidiaries. Shareholder approval is not required for the reason that Subsection A of Section 13.1-719 of the Virginia Stock Corporation Act and the corresponding provisions of the North Carolina Business Corporation Act (G.S. 55-11-04) so provide. The Merger may be abandoned at any time by action of the Board of Directors of either the Parent or the Subsidiaries before the effective date of the Certificates of Merger issued by the Virginia State Corporation Commission and the North Carolina Secretary of State.

4. Name and Governing Documents. After the Merger, the name, Articles of Incorporation and Bylaws of the Parent shall be the same as before the Merger.

5. Other Jurisdictions. The laws of North Carolina, the jurisdiction of organization for the Subsidiaries, permit the merger of a wholly-owned domestic subsidiary business corporation into a foreign parent business corporation and the merger of the Subsidiaries into the Parent is in compliance with the laws of North Carolina.

6. Board Action. The Board of Directors and the proper officers of the Parent and the Subsidiaries are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 Plan of Merger.

7. Share Ownership and Waiver of Mailing. The Parent is the owner of all of the issued and outstanding shares of the Subsidiaries and has waived its right to the required mailing of a copy of the Plan of Merger.

8. Effective Date. The effective date of the merger of the Subsidiaries into the Parent in the Commonwealth of Virginia shall be the date on which the State Corporation Commission of the Commonwealth of Virginia and the Secretary of State of North Carolina issue Certificates of Merger.

IN WITNESS WHEREOF, the Parent and the Subsidiaries have caused this Agreement and Plan of Merger to be executed by their respective duly authorized officers as of July 12th 2002.

WEAVER FERTILIZER COMPANY, INCORPORATED
(a Virginia corporation)

By: C. W. Bradshaw
C. W. Bradshaw, President

WEAVER FERTILIZER COMPANY
(a North Carolina corporation)

By: C. W. Bradshaw
C. W. Bradshaw, President

FIRST SETTLERS LAND CORPORATION
(a North Carolina corporation)

By: C. W. Bradshaw
C. W. Bradshaw, President