

Tuesday, March 21, 2000

P 99000062750

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

BOUGAINVILLEAS.COM, INC.

|                       |          |
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Merger

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D. CONNELL APR 06 2000

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

EXOTIC BIRD FARM INC., a Florida corporation, K38748

AGUADO & SONS NURSERY INC , a Florida corporation, M33969

INTO

**BOUGAINVILLEAS.COM, INC.**, a Florida entity, P99000062750.

File date: April 6, 2000

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 5, 2000

BOUGAINVILLEAS.COM, INC.  
11951 S.W. 51ST STREET  
MIAMI, FL 33175

SUBJECT: BOUGAINVILLEAS.COM, INC.  
REF: P99000062750

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

THE NAME BOUGAINVILLEAS.COM, INC. - HAS BEEN CORRECTED FINE, THE OTHER TWO CORPORATE NAMES STILL NEED CORRECTION. THE CORRECTIONS ON THESE TWO INVOLVE THE RIGHT PUNCTUATION, THE CORRECT NAMES ARE - AGUADO & SONS NURSERY INC AND EXOTIC BIRD FARM INC.

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) 487-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H00000012701  
Letter Number: 600A00018713

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 3, 2000

BOUGAINVILLEAS.COM, INC.  
11951 S.W. 51ST STREET  
MIAMI, FL 33175

SUBJECT: BOUGAINVILLEAS.COM, INC.  
REF: P99000062750

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entities involved in the merger are as follows: BOUGAINVILLEAS.COM, INC., AGUADO & SONS NURSERY INC and EXOTIC BIRD FARM INC. Please correct your document accordingly.

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) 487-6906.

Darlene Connell  
Corporate Specialist

FAK Aud. #: H00000012701  
Letter Number: 200A00018140

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**Articles of Merger**

of

**Aguado & Sons Nursery Inc**  
(a Florida corporation)

and

**Exotic Bird Farm Inc.**  
(a Florida corporation)

into

**Bougainvilleas.com, Inc.**  
(a Florida corporation)

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00 APR -6 AM 11:33  
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TALLAHASSEE, FLORIDA

1. Aguado & Sons Nursery Inc, a Florida corporation and Exotic Bird Farm Inc., a Florida Corporation (the "Disappearing Corporations"), shall be merged with and into Bougainvilleas.com, Inc., a Florida corporation (the "Surviving Corporation"), pursuant to the terms of the attached Plan of Merger. The Disappearing Corporations and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent Corporations, but no later than 90 days after the date on which these Articles of Merger are filed.

3. The attached Plan of Merger was adopted and approved by the shareholders of each of the Constituent Corporations on January 1, 2000.

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The Law Center Building  
370 Minorca Avenue  
Coral Gables, FL 33134  
305-553-9155

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These Articles of Merger have been executed on behalf of the Constituent Corporations by their authorized officers as of January 1, 2000.

Aguado & Sons Nursery Inc,  
a Florida corporation

By: *Fernando Aguado*

Name: Fernando H. Aguado

Title: President

Exotic Bird Farm Inc.,  
a Florida corporation

By: *Fernando Aguado*

Name: Fernando H. Aguado

Title: President

Bougainvilleas.com, Inc.,  
a Florida corporation

By: *Fernando Aguado*

Name: Fernando H. Aguado

Title: President

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Coral Gables, FL 33134  
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**Plan of Merger**

**between**

**Aguado & Sons Nursery Inc  
(a Florida corporation),**

**Exotic Bird Farm Inc.  
(a Florida corporation)**

**and**

**Bougainvilleas.com, Inc.  
(a Delaware corporation)**

Plan of Merger adopted on January 1, 2000 by the Board of Directors of Aguado & Sons Nursery Inc, a Florida corporation, Exotic Bird Farm Inc. (the "Disappearing Corporations"), and Bougainvilleas.com, Inc., a Florida corporation (the "Surviving Corporation"). The Disappearing Corporations and the Surviving Corporation are collectively referred to as the "Constituent Corporations."

1. In accordance with the provisions of this Plan of Merger, the Disappearing Corporations shall be merged with and into the Surviving Corporation, the separate and corporate existence of the Disappearing Corporations shall cease, and the Surviving Corporation shall continue its corporate existence under the laws of its state of incorporation under its present name.

2. The merger shall become effective on the day that Articles of Merger and/or a Certificate of Merger are filed in the state of incorporation for each of the Constituent

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Corporations, but no later than 90 days after the date on which the Articles of Merger are filed in Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description wherever located of each of the Constituent Corporations. All rights, privileges, immunities, powers, franchises and authority of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the merger. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the merger and without any action on the part of the parties or otherwise: (a) each issued and outstanding share of the capital stock of the Disappearing Corporation shall be canceled without payment of any consideration and without any conversion and (b) each issued and outstanding share of capital stock of the Surviving Corporation shall remain issued and outstanding.

Aguado & Sons Nursery Inc,  
a Florida corporation

By: 

Name: Fernando H. Aguado

Title: President

Rosa Busto-Pina, Esq. FL Bar Member  
The Law Center Building  
370 Minorca Avenue  
Coral Gables, FL 33134  
305-553-9155

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Exotic Bird Farm, Inc.,  
a Florida corporation

By: 

Name: Fernando H. Aguado

Title: President

Bougainvilleas.com, Inc.,  
a Florida corporation

By: 

Name: Fernando H. Aguado

Title: President

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