

12/29/2008

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GREENBERG TRAUERIG → 10335*0123320916523176330

NO. 359

001

Division of Corporations

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233840

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : GREENBERG, TRAUERIG, HOFFMAN, ET AL.
Account Number : 076077001461
Phone : (305) 789-5357
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Post, Buckley, Schuh & Jernigan, Inc.

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GREENBERG TRAURIG 10836*012800918506176380

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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, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Post, Buckley, Schuh & Jernigan, Inc.	Florida	233840

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
EcoScience Corporation	North Carolina	

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 01 / 01 / 2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 23, 2008 and shareholder approval was not required.

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

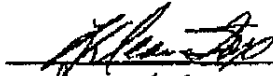
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 23, 2008.

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

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(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitlePost, Buckley, Schuh & Jernigan, Inc.L. Des. Fox, Executive Vice PresidentEcoScience CorporationGerald R. McEnnis President

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

NameJurisdictionPost, Buckley, Schuh & Jernigan, Inc.Florida

The name and jurisdiction of each subsidiary corporation:

NameJurisdictionEcoScience CorporationNorth Carolina

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

As set forth in the Agreement and Plan of Merger between Post, Buckley, Schuh & Jernigan, Inc. and EcoScience Corporation, dated December 23, 2008, attached hereto as Exhibit A.

(Attach additional sheets if necessary)

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

As set forth in the Agreement and Plan of Merger between Post, Buckley, Schuh & Jernigan, Inc. and EcoScience Corporation, dated December 23, 2008, attached hereto as Exhibit A.

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EXHIBIT A**AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER, dated December 23, 2008, between **Post, Buckley Schuh & Jernigan, Inc.**, a Florida corporation ("PBSJ" or the "Surviving Corporation"), and **EcoScience Corporation**, a North Carolina corporation ("EcoScience" or the "Constituent Corporation").

All issued and outstanding shares of EcoScience are owned by PBSJ.

PBSJ and EcoScience desire to effect a merger of EcoScience with and into PBSJ, with PBSJ to survive such merger.

This Agreement and Plan of Merger has been approved by each merging corporation in the manner required by law.

1. **Constituent Corporations.** PBSJ and EcoScience shall be parties to the merger (the "Merger").

2. **Terms and Conditions of Merger.** EcoScience shall, pursuant to the provisions of Sections 607.1104 and 607.1107 of the Florida Business Corporation Act (the "FBCA") and Sections 55-11-05 and 55-11-07 of the North Carolina Business Corporation Act (the "NCBA"), be merged with and into PBSJ, which shall continue to exist pursuant to the laws of the State of Florida. At the effective time of the Merger (as set forth in paragraph 8) (the "Effective Time"), the existence of the Constituent Corporation shall cease. At the Effective Time and in accordance with the Section 607.1106 of the FBCA and Section 55-11-06 of the NCBA, the Surviving Corporation shall succeed to all of assets and property and be responsible and liable for all of contracts and liabilities of the Constituent Corporation.

3. **Capital Stock.** At the Effective Time, each share of EcoScience common stock, par value \$10.00 per share, issued and outstanding immediately prior to the Effective Time shall be cancelled without payment therefor.

4. **Articles of Incorporation.** From the Effective Time, the Articles of Incorporation of PBSJ immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

5. **Bylaws.** The Bylaws of PBSJ as in effect as of the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** From and after the Effective Time, the directors of PBSJ in office immediately prior to the Effective Time shall be the directors of the Surviving Corporation, all of whom shall hold their offices until the election and

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qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

8. **Effective Time.** The Merger shall become effective on January 1, 2009 (the "Effective Time"); provided, that the respective Articles of Merger with respect to the Merger have been filed with each of the Florida Department of State and North Carolina Secretary of State.

9. **Additional Actions.** Subject to the terms of this Agreement, the parties hereto shall take all such reasonable and lawful action as may be necessary or appropriate in order to effectuate the Merger. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of either of EcoScience acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out this Agreement, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of each of EcoScience and PBSJ, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of each of EcoScience and PBSJ or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Agreement.

10. **Termination.** This Agreement may be terminated and the Merger contemplated hereby may be abandoned at any time prior to the Effective Time by action of the Board of Directors of PBSJ or EcoScience if either such Board of Directors should determine that for any reason the completion of the transactions provided for herein would be inadvisable or not in the best interest of such corporation or its shareholders. In the event of such termination and abandonment, this Agreement shall become void and neither PBSJ or EcoScience nor their respective shareholders, directors or officers shall have any liability with respect to such termination and abandonment.

11. **Amendment.** This Agreement may be supplemented, amended or modified by the mutual consent of the Boards of Directors of the parties to this Agreement.

12. **Governing Law.** This Agreement shall be governed by and construed and enforced under the laws of the State of Florida.

13. **Counterparts.** This Agreement may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which shall constitute one and the same agreement.

14. **Entire Agreement.** This Agreement, including the documents and instruments referred to herein, constitutes the entire agreement and supersedes all other

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prior agreements and undertakings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof.

15. **Severability.** The provisions of this Agreement are severable, and in the event any provision hereof is determined to be invalid or unenforceable, such invalidity or unenforceability shall not in any way affect the validity or enforceability of the remaining provisions hereof.

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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed
as of the date set forth above.

**POST, BUCKLEY, SCHUH AND
JERNIGAN, INC.:**

By: 
Name: L. Dean Fox
Title: Executive Vice President

ECOSCIENCE CORPORATION:

By: _____
Name: _____
Title: _____

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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed
as of the date set forth above.

**POST, BUCKLEY, SCHUH AND
JERNIGAN, INC.:**

By: _____
Name:
Title:

ECOSCIENCE CORPORATION:

By: Gerald R. McCrain
Name: Gerald R. McCrain
Title: President

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