

DEC. 30. 2003 2:30PM
Division of Corporations

GRANT, FRIDKIN, ET AL

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014018

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

MELROSE NURSERY, INC.

Certificate of Status	1
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Merger
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ARTICLES OF MERGER

Fritz Kennels, Inc.
into
Melrose Nursery, Inc.

The following Articles of Merger are being submitted in accordance with Sections 607.1105 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Fritz Kennels, Inc. 6918 W. 4 th Avenue Hialeah, Florida 33014	Florida	Corporation

Florida Document/Registration Number: F24341

FEI Number: 59-2079212

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party is as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Melrose Nursery, Inc. 26100 S.W. 112 Avenue Homestead, Florida 33032	Florida	Corporation

Florida Document/Registration Number: 014018

FEI Number: 59-0356195

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1101 and 607.1105, Florida Statutes, and was approved on December 24, 2003 by the directors and shareholders of each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the Articles of Incorporation or Bylaws of the corporations that are parties to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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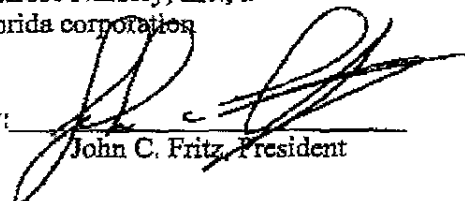
SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

SEVENTH: Signature for each party:

Fritz Kennels, Inc., a
Florida corporation

By: 
Richard Floyd, President

Melrose Nursery, Inc., a
Florida corporation

By: 
John C. Fritz, President

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PLAN OF MERGER

Fritz Kennels, Inc.
into
Melrose Nursery, Inc.

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TALLAHASSEE, FLORIDA

The President of Fritz Kennels, Inc. and Melrose Nursery, Inc. hereby propose the following Plan of Merger pursuant to Section 607.1101, Florida Statutes:

FIRST: The exact name and jurisdiction of the merging party is as follows:

Fritz Kennels, Inc., a Florida corporation ("Fritz").

SECOND: The exact name and jurisdiction of the surviving party is as follows:

Melrose Nursery, Inc., a Florida corporation ("Melrose").

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

Each share of common stock of Fritz Kennels, Inc. issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock of Melrose Nursery, Inc., and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of Fritz Kennels, Inc. shall automatically be and become holders of shares of Melrose Nursery, Inc. upon the basis above specified, whether or not certificates representing such shares are then issued and delivered. Each share of common stock of Fritz Kennels, Inc. which shall be issued and held by it as treasury shares immediately prior to the effective time of the merger, shall be converted into one share of common stock of Melrose Nursery, Inc. and shall be held in the treasury of Melrose Nursery, Inc. until sooner disposed of.

FOURTH: The following persons will be the officers and directors of the surviving corporation:

John C. Fritz - President and Director
Joyce W. Fritz - Treasurer and Director
Jack S. Fritz - Secretary and Director
Jeffrey E. Fritz - Vice President and Director

FIFTH: The Articles of Incorporation, Bylaws, Corporate Seal and Federal Employer Identification/Tax Identification Number of Melrose as existing prior to the merger will continue

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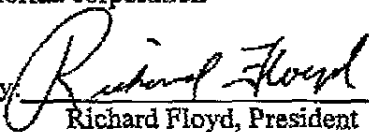
GRANT, FRIDKIN, ET AL

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to be the Articles of Incorporation, Bylaws, Corporate Seal and Federal Employer Identification/Tax Identification Number of Melrose after the merger has been effected.

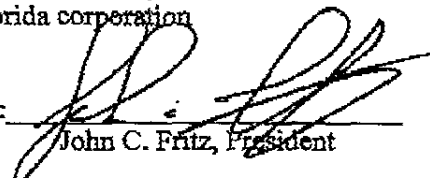
Fritz Kennels, Inc., a
Florida corporation

By:


Richard Floyd, President

Melrose Nursery, Inc., a
Florida corporation

By:


John C. Fritz, President

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