

Document Number Only

457379

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002325954--B

10/21/97-01068-003

\*\*\*122.50 \*\*\*122.50

Local Acquisition Corp

10/16/97

Effective 10-16-97  
date in document

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

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EFFECTIVE DATE  
10-16-97

CR2E031 (1-89)

457379

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

FLORAL ACQUISITION CORPORATION, a Florida corporation, P97000058292

INTO

CFX, INC., a Florida corporation, 457379

File date: October 15, 1997, effective October 16, 1997

Corporate Specialist: Joy Moon-French



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 16, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CFX, INC.  
Ref. Number: 457379

We have received your document for CFX, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Bylaws are not filed with the Division of Corporations and should be kept with the records of the corporation. Please remove the amended and restated bylaws, and the reference to them being attached.

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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 997A00050557

Please backdate  
to 10-15-97.

Thanks!

ARTICLES AND PLAN OF MERGER  
OF  
FLORAL ACQUISITION CORPORATION  
INTO  
CFX, INC.

FILED  
97 OCT 15 PM 3:30  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Floral Acquisition Corporation into CFX, Inc. (the "Merger"):

EFFECTIVE DATE  
10-16-97

(a) The Plan of Merger is as follows:

1. The name of each corporation to be merged is Floral Acquisition Corporation, a Florida corporation ("FAC"), and CFX, Inc., a Florida corporation ("CFX"). The name of the surviving corporation is CFX, Inc.

2. At the time the Merger is effective (the "Effective Time"), each issued and outstanding share of the common stock of FAC, par value \$1.00 per share ("FAC Common Stock"), shall be converted by reason of the Merger, without any action on the part of the holders thereof, into and become one share of the common stock of CFX, par value \$5.00 per share ("CFX Common Stock"). The shares of FAC Common Stock so converted shall cease to exist as such and shall exist only as shares of CFX Common Stock.

3. At the Effective Time, each share of CFX Common Stock that was issued and outstanding immediately prior to the Effective Time shall be converted by reason of the Merger, without any action on the part of the holders thereof, into and become 416 and 2/3 shares of the common stock of USA Floral Products, Inc.

4. The Articles of Incorporation of CFX shall be amended and restated in their entirety to be as set forth on Exhibit I.

(b) The Effective Time of the Merger shall be October 16, 1997.

(c) The Plan of Merger was duly adopted by the sole shareholder of FAC on June 27, 1997. The Plan of Merger was duly adopted by the shareholders of CFX on August 5, 1997.

Dated: October 15, 1997.

FLORAL ACQUISITION CORPORATION

CFX, INC.

By: Gerry McClure  
Name: GERRY MCCLURE  
Title: Secretary

By: William N. Jones  
Name: WILLIAM N. JONES  
Title: SECRETARY/TREASURER

EXHIBIT I

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

CFX, INC.

ARTICLE I

Name

The name of the corporation is:

CFX, Inc.

ARTICLE II

Principal Office

The street address of the principal office of the corporation shall be:

1500 N.W. 95th Avenue  
Miami, Florida 33172

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

### ARTICLE III

#### Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock. The par value of each such share shall be \$1.00 per share.

### ARTICLE IV

#### Registered Office and Agent

The street address of the corporation's registered office is:

1500 N.W. 95th Avenue  
Miami, Florida 33172

The name of the corporation's initial registered agent at that office is Dwight Haight.

### ARTICLE V

#### Subscribers

The name and address of each subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Dwight Haight	1500 N.W. 95th Avenue Miami, Florida 33172
James Hill	1500 N.W. 95th Avenue Miami, Florida 33172

## ARTICLE VI

### Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

## ARTICLE VII

### Board of Directors

The number of directors constituting the board of directors is one; provided however, the number of directors may be changed from time to time by amendment to the bylaws.