

# 457379

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Tallahassee, FL 32301  
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DATE: 7/12

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-07/12/00--01022--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Corporation(s) Name

Morgan  
Selecta Farms, Inc  
Merging into: CFK, Inc

FILED  
00 JUL 12 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Profit  Amendment  Merger
- Nonprofit
- Foreign  Dissolution  Mergers
- LLC  Withdrawal
- Limited Partnership  UBR
- Reinstatement  Fictitious Name
- UCC  1 or  3

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TALLAHASSEE, FLORIDA

\*\*\*Special Instructions\*\*

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( ) Arts/ameds/mergers ( ) Other-See Above

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Jeffrey Butterfield

Thank You!

ADR  
7/13/00

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SELECTA FARMS, INC., a Florida corporation F54978

INTO

**CFX, INC.**, a Florida entity, 457379

File date: July 12, 2000

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED  
00 JUL 12 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>CFX, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Selecta Farms, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

**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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 7/10/00 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 7/10/00 and shareholder approval was not required.

*(Attach additional sheets if necessary)*



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

The following plan of merger is submitted in compliance with section 607.1104, F.S. 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 is:

<u>Name</u>	<u>Jurisdiction</u>
<u>USA Floral Products, Inc.</u>	<u>Delaware</u>

The name and jurisdiction of each **subsidiary** corporation is

<u>Name</u>	<u>Jurisdiction</u>
<u>CFX, Inc.</u>	<u>Florida</u>
<u>Selecta Farms, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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 is as follows:

*N/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, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

*See attached merger agreement*

MERGER AGREEMENT

1. The name of the corporation which shall merge is Selecta Farms, Inc. which shall be the Merging Corporation and the name of the entity into which it shall merge is CFX, Inc., which shall be the Surviving Corporation.
2. The purpose of the Surviving Corporation shall be the distribution of floral products and hardgoods.
3. On the effective date of the merger, the Merging Corporation shall merge into the Surviving Corporation and the corporate existence of the Merging Corporation shall cease. The shares of the Merging Corporation shall not be converted into shares, obligations or other securities of the Surviving Corporation or any other corporation or into cash or other property, in whole or in part. The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner, but shall remain outstanding shares of the Surviving Corporation.
4. The directors of the Surviving Corporation may, in their discretion, abandon this merger at any time prior to its Effective Date.
5. The Effective Date of this merger shall be the close of business on the 11<sup>th</sup> day of July, 2000.

SELECTA FARMS, INC.

CFX, INC.

By: Julie A Waters

By: Julie A Waters

Title: Secretary

Title: Secretary

Date: 7-10-00

Date: 7-10-00