

473899

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**MERGER OR SHARE EXCHANGE**

**FLORIDA POTTING SOILS, INC.**

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H08000281903 3

**ARTICLES OF MERGER**  
merging  
**SUNSHINE PEAT, INC.,**  
a Florida Corporation  
into  
**FLORIDA POTTING SOILS, INC.,**  
a Florida Corporation

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporations hereby submit the following Articles of Merger for filing for the purpose of merging Sunshine Peat, Inc., a Florida corporation, with and into Florida Potting Soils, Inc., a Florida corporation (the "Merger").

1. That the name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction of Organization</u>	<u>Document Number</u>	<u>Entity Status</u>
Florida Potting Soils, Inc.	Florida	473899	Surviving Entity

2. That the name and jurisdiction of the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction of Organization</u>	<u>Document Number</u>	<u>Entity Status</u>
Sunshine Peat, Inc.	Florida	G51783	Merging Entity

3. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger (hereinafter "Plan") for merging Sunshine Peat, Inc. with and into Florida Potting Soils, Inc.

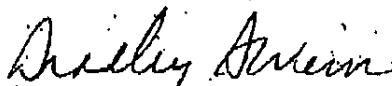
4. The Merger shall become effective at 11:59 p.m. (Eastern Time) on December 31, 2008.

5. The Plan was duly adopted by resolution of the Board of Directors of the surviving corporation on December 29, 2008. Shareholder approval of the surviving corporation was not required pursuant to section 607.1103 of the Florida Business Corporation Act.

6. The Plan was duly adopted by resolution of the Board of Directors and sole shareholder of the merging corporation on December 29, 2008.

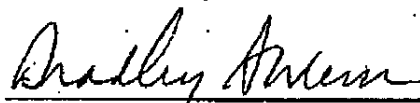
DATED this 29<sup>th</sup> day of December, 2008.

**FLORIDA POTTING SOILS, INC.**



By: Bradley Wiens  
Its: Chief Financial Officer

**SUNSHINE PEAT, INC.**



By: Bradley Wiens  
Its: Chief Financial Officer

H08000281903 3

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**EXHIBIT A****PLAN OF MERGER  
Between  
Sunshine Peat, Inc.  
And  
Florida Potting Soils, Inc.**

This Plan of Merger was duly adopted on December 29, 2008 by Sunshine Peat, Inc., a corporation organized under the laws of the State of Florida ("Sunshine Peat"), and Florida Potting Soils, Inc., a corporation organized under the laws of the State of Florida ("Florida Potting Soils").

1. **Merger.** Sunshine Peat ("Merging Corporation") shall, pursuant to the Florida Business Corporation Act, be merged with and into Florida Potting Soils, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name. The separate existence of Sunshine Peat shall cease upon the effective date of the merger in accordance with the Florida Business Corporation Act.

2. **Articles of Incorporation.** The Articles of Incorporation of Florida Potting Soils as of the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until sooner amended or changed as permitted by the Florida Business Corporation Act.

3. **Bylaws.** The Bylaws of Florida Potting Soils as of the effective date of the merger shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Florida Business Corporation Act.

4. **Officers & Directors.** The directors and officers in office of Florida Potting Soils upon the effective date of the merger shall be the directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. **Manner of Conversion.** The issued shares of Sunshine Peat shall not be converted in any manner, but each said share which is issued and outstanding immediately prior to the effective time and date of the merger shall automatically be canceled and retired and shall cease to exist upon the effective time and date of the merger. The issued shares of the Surviving Corporation shall not be affected in any manner by the merger.

6. **Termination of Merger.** The Board of Directors of either corporation may, in their discretion, abandon this merger, subject to the rights of third parties under any contracts relating thereto, without further action or approval by the shareholders of the corporations, at any time prior to the filing date of the Articles of Merger with the Secretary of State of the State of Florida.

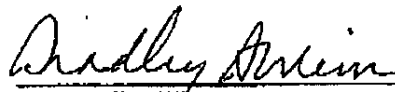
7. The Merger shall become effective at 11:59 p.m. (Eastern Time) on December 31, 2008.

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IN WITNESS WHEREOF, Sunshine Peat and Florida Potting Soils have each caused this Plan of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

**FLORIDA POTTING SOILS, INC.**



By: Bradley Wiens  
Its: Chief Financial Officer

**SUNSHINE PEAT, INC.**



By: Bradley Wiens  
Its: Chief Financial Officer