

Document Number Only

576395

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002978601--8

-09/09/99--01069--024

\*\*\*\*\*70.00 \*\*\*\*\*70.00

PCS Holding Corp.

Merger

into:

Heart Strings Gift Shops, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Other

☐ Change of R.A.

☐ UCC-1 UCC-3

☐ CUS

☐ After 4

☒ Pick Up

☐ Call When Ready

☒ Walk In

☐ Mail Out

Name

Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Please Return Extra Copy(s)  
Filed Stamp

Thanks, Melanie

SEP 3 -

\*00789, 00721, 00672

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HEARTSTRINGS GIFT SHOPS, INC., a Florida corporation 576395  
,

INTO

**PCS HOLDING CORP.**, a North Carolina corporation not qualified in Florida.

File date: September 3, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 7, 1999

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: HEARTSTRINGS GIFT SHOPS, INC.  
Ref. Number: 576395

We have received your document for HEARTSTRINGS GIFT SHOPS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document. ✓

If you have any questions concerning the filing of your document, please call (850) 487-6907.

To: Annette Ramsey  
Corporate Specialist

Letter Number: 299A00044185

From: Melanie

Please back date  
this filing to 9-3-99  
when received. Thank you,  
M.S.

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 SEP -8 PM 1:27

RECEIVED

**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, F.S.

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

Name

Jurisdiction

PCS Holding Corp.

North Carolina

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

Name

Jurisdiction

HeartStrings Gift Shops, Inc.

Florida

(f/k/a Hospital Coffee Shoppes, Inc.)

**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 August 30, 1999 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 August 30, 1999 and shareholder approval was not required.

***(Attach additional sheets if necessary)***

9 SEP -3 PM 12:49  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

PCS Holding Corp.

Frank

Ellen Keats, Secretary

### HeartStrings Gift

Frank

Ellen Keats, Secretary

Shops, Inc. (f/k/a

### Hospital Coffee

Shoppes, Inc.)

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

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the parent corporation wholly owning all of the outstanding shares of the subsidiary corporation are:

Name

Jurisdiction

PCS Holding Corp.

North Carolina

**Second:** The name and jurisdiction of each subsidiary corporation are:

Name

Jurisdiction

HeartStrings Gift Shops, Inc.

Florida

(f/k/a Hospital Coffee Shoppes, Inc.)

**Third:** 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:

By virtue of the fact that all outstanding shares of HeartStrings Gift Shops, Inc. (f/k/a Hospital Coffee Shops, Inc.) are presently owned by PCS Holding Corp., all shares of common stock of of Heart Strings Gift Shops, Inc. (f/k/a Hospital Coffee Shops, Inc.) which are now issued and outstanding shall be cancelled and retired, and no additional shares of common stock of the Fine Host Corporation shall be issued by reason of the merger.

***(Attach additional sheets if necessary)***

~~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:~~