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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

NATIONWIDE FLORIST, INC., a Florida corporation, P95000020166

INTO

JUNE TAYLOR FLOWERS AND GIFTS, INC., a Florida corporation, 643272.

File date: September 25, 1997

Corporate Specialist: Darlene Connell

09/25/87 09:49

813 797 206

HARPER, KYNES

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CONTACT: JACK J GELLER
PHONE: (813) 799-4840

ACCT#: 070651000745

FAX #: (813) 797-8206

NAME: JUNE TAYLOR FLOWERS AND GIFTS, INC.

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**ARTICLES OF MERGER
OF JUNE TAYLOR FLOWERS AND GIFTS, INC. AND
NATIONWIDE FLORIST, INC.**

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Pursuant to the provisions of Florida Statutes Section 607.1105, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into one corporation:

ARTICLE I - ADOPTION

A Plan of Merger was adopted by the Board of Directors and approved by the Shareholders of each of the undersigned corporations as follows:

Name of Corporation

Date of Approval

June Taylor Flowers and Gifts, Inc.

September 24, 1997

Nationwide Florist, Inc.

September 24, 1997

ARTICLE II - PLAN OF MERGER

The Plan of Merger (the "Plan") adopted by each of the undersigned corporations is as follows:

1. **Effective Date.** The Plan shall be effective as of the filing of the Articles of Merger at which date the separate existence of Nationwide Florist, Inc. ("Nationwide") shall cease and Nationwide shall be merged into June Taylor Flowers and Gifts, Inc. (the "Surviving Corporation").

2. **Articles of Incorporation; Bylaws.** The Articles of Incorporation and Bylaws of the Surviving Corporation in existence at the effective date of this Plan shall be the Articles of Incorporation and Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

3. **Exchange of Shares.** At the effective date of this Plan, each share of the issued and outstanding stock of Nationwide shall be exchanged for .25 of a share of the \$1.00 par value Common Stock of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 24th day of September, 1997.

THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

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HARPER, KYNES

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JUNETAYLOR FLOWERS AND GIFTS, INC.

BY Ronald L. Timmons
ITS President Ronald L. Timmons

NATIONWIDE FLORIST, INC.

BY Dorothy R. Timmons
ITS President Dorothy R. Timmons

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