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CORPORATION(S) NAME

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****140.00 ****140.00

~~EDFRANIAN, INC.~~

~~FLORIANOR U.S.A., Incorporated~~

~~ULTRAFLOW Corporation~~

merging INTO: H.H. Flowers, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EDFRANCAR, INC., charter P98000026364, FLORAMOR U.S.A.,
INCORPORATED, charter P17190, & ULTRAFLOA CORPORATION, charter
V21203

INTO

H & H FLOWERS, INC., a Florida corporation, G04806.

File date: December 30, 1998 , effective January 1, 1999

Corporate Specialist: Carol Mustain

ARTICLES AND PLAN OF MERGER

merging

EDFRANCAR, INC.
(a Florida corporation),

FLORAMOR U.S.A., INCORPORATED
(a Virginia corporation), and

ULTRAFLOA CORPORATION
(a Florida corporation)

with and into

H & H FLOWERS, INC.
(a Florida corporation)

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 Edfrancar, Inc., Floramor U.S.A., Incorporated and UltraFlora Corporation with and into the H & H Flowers, Inc. (the "Merger"):

(a) The Plan of Merger is as follows:

(1) The name of each corporation to be merged is Edfrancar, Inc., Floramor U.S.A., Incorporated, H & H Flowers, Inc. and UltraFlora Corporation. The name of the surviving corporation is H & H Flowers, Inc.

(2) The merger shall have the effect provided therefor by the Florida Business Corporation Act and the Virginia Stock Corporation Act.

(3) At the effective time of the merger, each share of stock of Edfrancar, Inc., Floramor U.S.A., Incorporated, and UltraFlora Corporation that is issued and outstanding immediately prior to the merger shall, without any action on the part of the holder thereof, be canceled and no consideration shall be exchanged therefor.

(b) The Merger shall be effective on January 1, 1999.

(c) Pursuant to Section 607.1103(7) of the Florida Business Corporation Act, the Plan of Merger need not be approved by the shareholder of H & H Flowers, Inc.

(d) The Plan of Merger was approved and adopted by the sole shareholder of Edfrancar, Inc. on December 28, 1998, the sole shareholder of Floramor U.S.A., Incorporated on December 28, 1998, and the sole shareholder of UltraFlora Corporation on December 28, 1998; the Plan of Merger was approved and adopted by the sole director of H & H Flowers, Inc. on December 28, 1998.

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TALLAHASSEE, FLORIDA

Dated: December 28, 1998

H & H FLOWERS, INC.

By: 
Robert J. Poirier
Vice President

EDFRANCAR, INC.

By: 
Robert J. Poirier
Vice President

FLORAMOR U.S.A, INCORPORATED

By: 
Robert J. Poirier
Vice President

ULTRAFLOA CORPORATION

By: 
Robert J. Poirier
Vice President

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