



H33105

ACCOUNT NO. : 072100000032

REFERENCE : 590776 7297599

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

FILED
02 JAN -3 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 3, 2002

ORDER TIME : 10:28 AM

ORDER NO. : 590776-005

CUSTOMER NO: 7297599

Morgan

800004748909---

CUSTOMER: Mr. Steve .. Shuman
Fine Foliage Of Florida, Inc.
6119 Lake Winona Road

De Leon Springs, FL 32130

ARTICLES OF MERGER

FINE FOLIAGE INTERNATIONAL,
INC.

INTO

FINE FOLIAGE OF FLORIDA, INC.

RECEIVED
02 JAN -3 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156
EXAMINER'S INITIALS:

AR

**02250, 02575, 00672*

1/4/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

FINE FOLIAGE INTERNATIONAL, INC., a Florida corporation P97000000324

INTO

FINE FOLIAGE OF FLORIDA, INC., a Florida entity, H33105

File date: January 3, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2002

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: FINE FOLIAGE OF FLORIDA, INC.
Ref. Number: H33105

RESUBMIT
Please give original
submission date as file date.

We have received your document for FINE FOLIAGE OF FLORIDA, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the person signing the document must be typed or printed beneath or opposite the signature.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 402A00000320

Articles of Merger

ARTICLES OF MERGER OF FINE FOLIAGE INTERNATIONAL, INC. WITH AND INTO FINE FOLIAGE OF FLORIDA, INC.

The undersigned domestic corporations do hereby execute the following Articles of Merger pursuant to the Florida Business Corporation Act for the purpose of merging Fine Foliage International, Inc., a Florida corporation, with and into Fine Foliage of Florida, Inc., a Florida corporation.

1. The name of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
FINE FOLIAGE OF FLORIDA, INC.	Florida
FINE FOLIAGE INTERNATIONAL, INC.	Florida

2. The name which the Surviving Corporation is to have after the merger will be "FINE FOLIAGE OF FLORIDA, INC."
3. This merger is permitted under the laws of the State of Florida. FINE FOLIAGE INTERNATIONAL, INC. and FINE FOLIAGE OF FLORIDA, INC. have complied with the applicable provisions of the laws of the State of Florida.
4. The AGREEMENT AND PLAN OF MERGER OF FINE FOLIAGE INTERNATIONAL, INC. AND FINE FOLIAGE OF FLORIDA, INC. (the "AGREEMENT AND PLAN OF MERGER") is set forth in Exhibit 1 attached hereto and incorporated herein by reference.
5. The Board of Directors of FINE FOLIAGE OF FLORIDA, INC., the Surviving Corporation in the merger, approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on September 1, 2001, and directed that such document be submitted to a vote of its shareholders. The Board of Directors of FINE FOLIAGE INTERNATIONAL, INC. approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on September 1, 2001, and directed that such document be submitted to a vote of its shareholders. The shareholders of FINE FOLIAGE OF FLORIDA, INC. and FINE FOLIAGE INTERNATIONAL, INC., respectively, duly approved and adopted the AGREEMENT AND PLAN OF MERGER by written consent on September 1, 2001, in the manner prescribed by law.
6. The number of shares outstanding and the number of shares of each corporation entitled to vote on the AGREEMENT AND PLAN OF MERGER were as follows:

<u>Name of Corporation</u>	<u>Number of Shares</u>	
	<u>Outstanding</u>	<u>Entitled to Vote</u>
FINE FOLIAGE OF FLA, INC.	1,800 shares of \$1 par value common Stock ("FFF Common")	1,800
FINE FOLIAGE INTERNATIONAL, INC	1,000 shares of \$1 par value common Stock ("FFI Common")	1,000

There were no shares of FINE FOLIAGE OF FLORIDA, INC. or FINE FOLIAGE INTERNATIONAL, INC. entitled to vote as a class.

7. The number of shares voted for and against the approval and adoption of the AGREEMENT AND PLAN OF MERGER were as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
FINE FOLIAGE OF FLORIDA, INC.	1,800 FFF Common	None
FINE FOLIAGE INTERNATIONAL, INC	1,000 FFI Common	None

8. The Charter of FINE FOLIAGE OF FLORIDA, INC. will not be amended in conjunction with the merger.
9. These ARTICLES OF MERGER, and the AGREEMENT AND PLAN OF MERGER incorporated herein by reference, shall be effective at 12:01 a.m., on September 1, 2001 pursuant to the Florida Business Corporation Act, and the merger therein contemplated shall be deemed to be completed and consummated at said time.

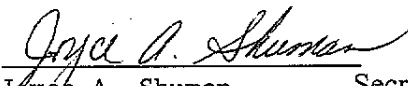
IN WITNESS WHEREOF, these ARTICLES OF MERGER have been signed by the President and Secretary (or Assistant Secretary) of FINE FOLIAGE OF FLORIDA, INC. and by the President and Secretary (or Assistant Secretary) of FINE FOLIAGE INTERNATIONAL, INC., each thereunto duly authorized, as of the 1st day of September, 2001.

FINE FOLIAGE OF FLORIDA, INC.

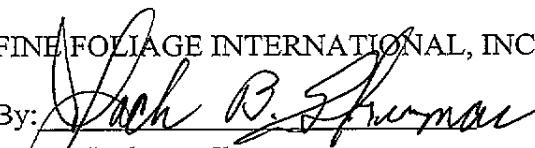
By: 
Steve Shuman

[CORPORATE SEAL]

ATTEST:



Joyce A. Shuman, _____ Secretary

FINE FOLIAGE INTERNATIONAL, INC.

By: 
Jack B. Shuman

[CORPORATE SEAL]

ATTEST:


Jack B. Shuman, _____ Secretary

AGREEMENT AND PLAN OF MERGER OF
FINE FOLIAGE INTERNATIONAL, INC.
WITH AND INTO FINE FOLIAGE OF FLORIDA, INC.

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of September 1, 2001, by and between Fine Foliage International, Inc. ("FFI"), a corporation organized and existing under the laws of the State of Florida (FFI being hereinafter sometimes referred to as the "Merging Corporation") and Fine Foliage of Florida, Inc. ("FFF"), a corporation organized and existing under the laws of the State of Florida (FFF being hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations";

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that FFI be merged with and into FFF, with FFF being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I

MERGER

- 1.1 FFI shall be merged with and into FFF in accordance with the laws of the State of Florida. The separate corporate existence of FFI shall thereby cease, and FFF shall be the Surviving Corporation.
- 1.2 The name which the Surviving Corporation is to have after the merger shall be "Fine Foliage of Florida, Inc."
- 1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all those in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

- 1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

- 2.1 The merger shall become effective at 12:01a.m., on September 1, 2001, pursuant to Section 55-1-23 of the Florida Corporation Act. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time."
- 2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III

CHARTER AND BYLAWS; DIRECTORS AND OFFICERS

- 3.1 The Articles of Incorporation of FFF, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance

with law, and no change to such Articles of Incorporation shall be effected by the merger.

- 3.2 The Bylaws of FFF, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.
- 3.3 The persons who are the Directors and officers of FFF immediately prior to the Effective Time shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

CONVERSION OF SHARES

- 4.1 The Surviving Corporation presently has issued and outstanding eighteen hundred (1,800) shares of no par value common stock ("FFF Common"), which shares are the only outstanding shares of the Surviving Corporation.
- 4.2 The Merging Corporation presently has issued and outstanding one thousand (1000) shares of \$1 par value common stock ("FFI Common").
- 4.3 At the Effective Time, each issued and outstanding share of FFI Common shall be converted into one half(0.5) share of FFF Common. After the Effective Time, each holder of an outstanding certificate or certificates theretofore representing shares of FFI Common, but shall not be required to, surrender the same to the Surviving Corporation for cancellation or transfer, and each such holder or transferee will be entitled to receive certificates representing, respectively, one half(0.5) share of FFF Common for every one (1) share of FFI Common previously represented by the stock certificates surrendered. Until so surrendered or presented for transfer, each outstanding certificate which prior to the Effective Time represented FFI Common, shall be deemed and treated for all corporate purposes to represent the ownership of one half (0.5) share of FFF Common. No other cash, shares, securities or obligations will be distributed or issued upon conversion of FFI Common.

ARTICLE V

MISCELLANEOUS

- 5.1 Notwithstanding anything herein to the contrary, the Board of Directors of either of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interest of the respective Constituent Corporation. In the event of such determination and

the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its Directors, officers or shareholders in respect of this Agreement and Plan.

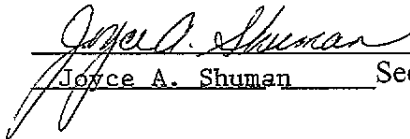
- 5.2 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all as of the day and year first above written.

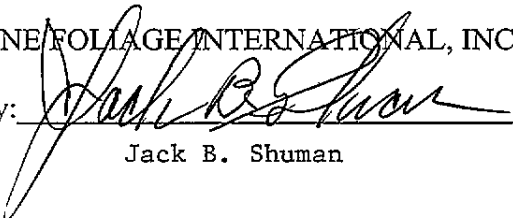
FINE FOLIAGE OF FLORIDA, INC.

By: 
Steve Shuman

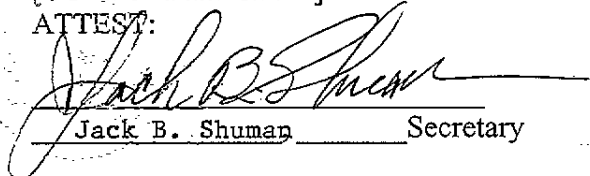
[CORPORATE SEAL]
ATTEST


Joyce A. Shuman Secretary

FINE FOLIAGE INTERNATIONAL, INC.

By: 
Jack B. Shuman

[CORPORATE SEAL]
ATTEST:


Jack B. Shuman Secretary

Resolution of Acquiror's Board of Directors

FINE FOLIAGE OF FLORIDA, INC.

UNANIMOUS WRITTEN CONSENT TO INFORMAL ACTION BY THE BOARD OF DIRECTORS

The undersigned, being all of the members of the Board of Directors of FINE FOLIAGE OF FLORIDA, INC., a Florida corporation (the "Corporation"), pursuant to the provisions of the Florida Business Corporation Act, do hereby waive any and all requirements for the holding of a meeting of the Board of Directors of the Corporation and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Fine Foliage International, Inc.

WHEREAS, in the opinion of this Board of Directors, it is advisable and in the best interests of the Corporation and its shareholders that Fine Foliage International, Inc. be merged with and into the Corporation pursuant to the provisions of the Florida Business Corporation Act; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF FINE FOLIAGE INTERNATIONAL, INC. WITH AND INTO FINE FOLIAGE OF FLORIDA, INC. (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER OF FINE FOLIAGE INTERNATIONAL, INC. WITH AND INTO FINE FOLIAGE OF FLORIDA, INC. (the "ARTICLES OF MERGER") a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and FURTHER RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER be submitted to the shareholders of the Corporation to be approved and adopted; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to execute the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are,

authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary of appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the Directors of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Board of Directors of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation. This document may be signed in counterparts.

IN WITNESS WHEREOF, the undersigned Directors have hereunto set their hands and seals on this 1st day of September, 2001.

DIRECTORS:

 Jack B. Shuman

 Joyce A. Shuman

 Steve Shuman

Resolution of Acquiror's Shareholders

FINE FOLIAGE OF FLORIDA, INC.

**UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE SHAREHOLDERS**

The undersigned, being all of the shareholders of FINE FOLIAGE OF FLORIDA, INC., a Florida corporation (the "Corporation"), pursuant to the Florida Business Corporation Act, do hereby waive any and all requirements for the holding of a meeting of the shareholders, do hereby waive any and all requirements for notice that dissenting shareholders are entitled to be paid the fair value for shares of the Corporation's stock pursuant to the Florida Business Corporation Act and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Fine Foliage International, Inc.

WHEREAS, in the opinion of the Board of Directors of the Corporation, it is advisable and in the best interest of the Corporation that Fine Foliage International, Inc. be merged with and into the Corporation pursuant to the provisions of the Florida Business Corporation Act; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF FINE FOLIAGE INTERNATIONAL, INC. WITH AND INTO FINE FOLIAGE OF FLORIDA, INC. (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

WHEREAS, the Board of Directors of the Corporation has approved and adopted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER OF FINE FOLIAGE INTERNATIONAL, INC. WITH AND INTO FINE FOLIAGE OF FLORIDA, INC. (the "ARTICLES OF MERGER"), a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, and have submitted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER to the shareholders to be approved and adopted; and

WHEREAS, in the opinion of the shareholders of the Corporation, it is advisable and in the best interest of the shareholders and the Corporation that Fine Foliage International, Inc. be merged with and into the Corporation.

NOW THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER, as approved and adopted by the Board of Directors of the Corporation, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the undersigned shareholders do hereby waive and relinquish any and all rights of dissenting shareholders provided by the Florida Business Corporation Act; and

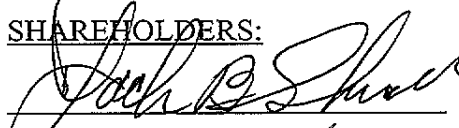
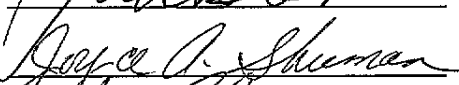
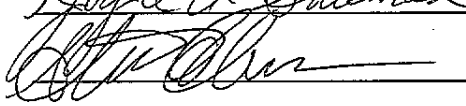
FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to execute and file the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER in accordance with the Florida Business Corporation Act; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the shareholders of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the shareholders of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholders have hereunto set their hands and seals on this 1st day of September, 2001.

SHAREHOLDERS:

	Jack B. Shuman
	Joyce A. Shuman
	Steve Shuman

Resolution of Target's Board of Directors

FINE FOLIAGE INTERNATIONAL, INC.

**UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE BOARD OF DIRECTORS**

The undersigned, being all of the members of the Board of Directors of FINE FOLIAGE INTERNATIONAL, INC., a Florida corporation (the "Corporation"), pursuant to the provisions of the Florida Business Corporation Act, do hereby waive any and all requirements for the holding of a meeting of the Board of Directors of the Corporation and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Fine Foliage of Florida, Inc.

WHEREAS, in the opinion of this Board of Directors, it is advisable and in the best interest of the Corporation and its shareholders that the Corporation be merged with and into Fine Foliage of Florida, Inc. pursuant to the provision of the Florida Business Corporation Act; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF FINE FOLIAGE INTERNATIONAL, INC. WITH AND INTO FINE FOLIAGE OF FLORIDA, INC. (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

NOW, THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER be, and the same hereby is, approved and adopted; and

FURTHER RESOLVED, that the ARTICLES OF MERGER OF FINE FOLIAGE INTERNATIONAL, INC. WITH AND INTO FINE FOLIAGE OF FLORIDA, INC (the "ARTICLES OF MERGER"), a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER be submitted to the shareholders of the Corporation to be approved and adopted; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are,

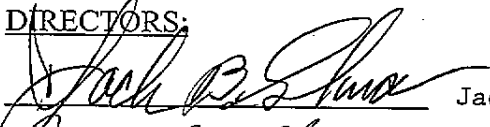
authorized and directed to execute the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER; and

FURTHER RESOLVED, that upon such approval and adoption by the shareholders, the proper officers of the Corporation be, and they hereby are, authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person, as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary of appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

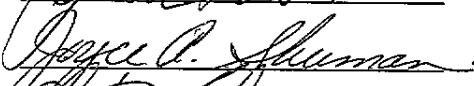
The undersigned, being all of the Directors of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Board of Directors of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation. This document may be signed in counterparts.

IN WITNESS WHEREOF, the undersigned Directors have hereunto set their hands and seals on this 1st day of September, 2001.

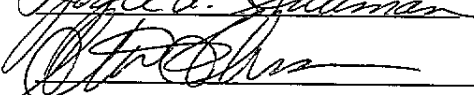
DIRECTORS:



Jack B. Shuman



Joyce A. Shuman



Steve Shuman

Resolution of Target's Shareholders

FINE FOLIAGE INTERNATIONAL, INC.

**UNANIMOUS WRITTEN CONSENT
TO INFORMAL ACTION BY THE SHAREHOLDERS**

The undersigned, being all of the shareholders of FINE FOLIAGE INTERNATIONAL, INC., a Florida corporation (the Corporation"), pursuant to the provisions of the Florida Business Corporation Act, do hereby waive any and all requirements for the holding of a meeting of the shareholders, do hereby waive any and all requirements for notice that dissenting shareholders are entitled to be paid the fair value for shares of the Corporation's stock pursuant to the Florida Business Corporation Act and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

Approval of Merger with Fine Foliage of Florida, Inc.

WHEREAS, in the opinion of the Board of Directors of the Corporation, it is advisable and in the best interest of the Corporation that the Corporation be merged with and into Fine Foliage of Florida, Inc. pursuant to the provisions of the Florida Business Corporation Act; and

WHEREAS, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF FINE FOLIAGE INTERNATIONAL, INC. WITH AND INTO FINE FOLIAGE OF FLORIDA, INC. (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit 1 and hereby made a part hereof; and

WHEREAS, the Board of Directors of the Corporation has approved and adopted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER OF FINE FOLIAGE INTERNATIONAL, INC. WITH AND INTO FINE FOLIAGE OF FLORIDA, INC. (the "ARTICLES OF MERGER"), a copy of which is attached hereto as Exhibit 2 and hereby made a part hereof, and have submitted the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER to the shareholders to be approved and adopted; and

WHEREAS, in the opinion of the shareholders of the Corporation, it is advisable and in the best interest of the shareholders and the Corporation that the Corporation be merged with and into the Fine Foliage of Florida, Inc.

NOW THEREFORE, BE IT RESOLVED, that the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER, as approved and adopted by the Board of Directors of the Corporation, be, and the same hereby are, approved and adopted; and

FURTHER RESOLVED, that the undersigned shareholders do hereby waive and relinquish any and all rights of dissenting shareholders provided by the Florida Business Corporation Act; and


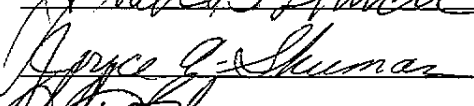
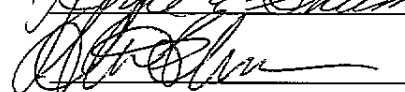
FURTHER RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to execute and file the AGREEMENT AND PLAN OF MERGER and the ARTICLES OF MERGER in accordance with the Florida Business Corporation Act; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to do such acts and things and to execute such documents, agreements, and certificates in the name of and on behalf of the Corporation, and to deliver or file such documents, agreements and certificates when executed, and to take all such other action, with any such person as is necessary to effectuate the merger, and to pay all filing fees and other fees, expenses and charges as they, or any of them, may deem necessary or appropriate to effectuate the AGREEMENT AND PLAN OF MERGER and the full intent and purposes thereof.

The undersigned, being all of the shareholders of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the shareholders of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation.

IN WITNESS WHEREOF, the undersigned shareholders have hereunto set their hands and seals on this 1st day of September, 2001.

SHAREHOLDERS:

 Jack B. Shuman
 Joyce A. Shuman
 Steve Shuman