

H78536

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(City/State/Zip/Phone #)

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EFFECTIVE DATE  
06-01-08

05/30/08--01019--002 \*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 MAY 30 PM 3:25

Merger

G. Gendron

JUN 05 2008

## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Abercrombie's Flower Market, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Greg Abercrombie

(Contact Person)

Abercrombie's Flower Market, Inc.

(Parent company)

200 First St. South

(Address)

Winter Haven, FL 33880

(City, State and Zip Code)

For further information concerning this matter, please call:

Greg Abercrombie

(Name of Contact Person)

Area 863

298-1752

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Abercrombie's Flower Market, Inc.  
200 First St. South  
Winter Haven, FL 33884

June 3, 2008

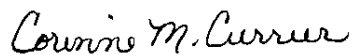
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Attn: Cheryl Coulliette

Dear Ms. Coulliette:

Pursuant to your telephone conversation today with Greg Abercrombie, the following documents are being sent to you to replace those already retained by your office.

Sincerely,

A handwritten signature in cursive script that reads "Corinne M. Currier".

Corinne Currier  
Bookkeeper

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Abercrombie's Flower Market, Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Greg Abercrombie  
(Contact Person)

Abercrombie's Flower Market, Inc.  
(Firm/Company)

200 First St. South  
(Address)

Winter Haven, FL 33880  
(City/State and Zip Code)

For further information concerning this matter, please call:

Greg Abercrombie At ( 863 ) 293-1752  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
260 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RECEIVED  
2008 JUN -5 PM 05:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# **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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Abercrombie's Flower Market, Inc.	Florida	H78536

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Abercrombie's Downtown Florist, Inc.	Florida	P05000000411

**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** 06 / 01 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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 05/01/2008 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 05/01/2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 MAY 30 PM 3:25

Name of Corporation

Typed or Printed Name of Individual & Title

Abercrombie's Flower Mkt.

## Abercrombie's Downtown

## Abercrombie's Downtown

**Greg Abercrombie, President**

**Mindy Abercrombie, Vice President**

**Greg Abercrombie, President**

**Mindy Abercrombie, Vice President**

**PLAN OF MERGER**  
**(Non Subsidiaries)**

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

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Abercrombie's Flower Market, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Abercrombie's Downtown Florist, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

**Third:** The terms and conditions of the merger are as follows:

All assets and liabilities on record as of 5/31/08 for Abercrombie's Downtown Florist Inc, will be assumed at full book value on June 1, 2008 by Abercrombie's Flower Market, Inc.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

N/A

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Principal place of business and mailing address for Abercrombie's Flower Market, Inc. will change from 1604 Dundee Rd., Winter Haven, FL 33884 to 200 First St. South, Winter Haven, FL 33880.

**OR**

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows: