

**K32378**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000215053 3)))



H110002150533ABCS

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

11/668.153537

From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

RECEIVED

11 AUG 31 AM 8:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**MERGER OR SHARE EXCHANGE**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$113.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 AUG 31 AM 11:40

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

BROWN 8-31-11

H11000215053 3

**ARTICLES OF MERGER  
of  
GOLDSMITH SEEDS, INC.  
A California Corporation  
and  
GOLDSMITH PLANTS, INC.  
A California Corporation  
into  
SYNGENTA FLOWERS, INC.  
A Florida Corporation, the Survivor**

FILED  
2011 AUG 31 AM 11:40  
TALLAHASSEE, FLORIDA  
CLERK OF THE STATE

GOLDSMITH SEEDS, INC., a California corporation, GOLDSMITH PLANTS, INC., a California corporation, and SYNGENTA FLOWERS, INC., a Florida corporation, after approval by their respective boards of directors and by the shareholders of Goldsmith Seeds, Inc. and Goldsmith Plants, Inc., execute and file these Articles of Merger (the "Articles") pursuant to Section 607.1105, Florida Statutes.

**Article I**

Syngenta Flowers, Inc., a corporation incorporated and currently in good standing in the State of Florida, Florida Secretary of State Document No. K92379 shall be the surviving corporation ("Surviving Entity").

**Article II**

Goldsmith Seeds, Inc., a corporation incorporated and currently in good standing in the State of California, California Secretary of State Document No. 0467953, shall be a merging corporation.

Goldsmith Plants, Inc., a corporation incorporated and currently in good standing in the State of California, California Secretary of State Document No. 1801279, shall be an additional merging corporation (collectively with Goldsmith Seeds, Inc., the "Merging Entities").

**Article III**

An Agreement and Plan of Merger ("Plan of Merger") entered into by and between the Surviving Entity and the Merging Entities is attached as Exhibit A.

**Article IV**

Notwithstanding the date of these Articles, the effective date of the Articles of Merger and the Plan of Merger shall be August 31, 2011.

H11000215053 3

H11000215053 3

Article V

The Plan of Merger was adopted by the board of directors of the Surviving Entity on August 31, 2011 and shareholder approval was not required.

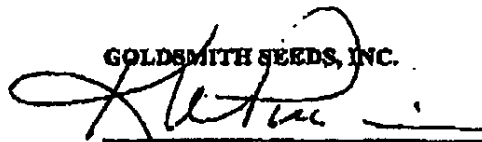
Article VI

The Plan of Merger was adopted by the board of directors and the shareholders of the Merging Entities on August 31, 2011.

SYNGENTA FLOWERS, INC.

  
Keelan Pulliam, President  
Chris Howard, Secretary

GOLDSMITH SEEDS, INC.

  
Keelan Pulliam, President  
Chris Howard, Secretary

GOLDSMITH PLANTS, INC.

  
Keelan Pulliam, President  
Chris Howard, Secretary

H11000215053 3

H11000215053 3

**EXHIBIT A**  
**Agreement and Plan of Merger**

57010034000-11710.3

H11000215053 3

H11000215053 3

#### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan of Merger") is entered into as of August 31, 2011, by and among Syngenta Flowers, Inc. ("Syngenta Flowers" or the "Surviving Corporation"), a Florida corporation, Goldsmith Seeds, Inc., a California corporation ("Goldsmith Seeds"), and Goldsmith Plants, Inc., a California corporation ("Goldsmith Plants"). The provisions of this Plan of Merger are as follows:

1. Goldsmith Seeds shall be merged with and into its parent corporation, Syngenta Flowers, which owns one hundred percent (100%) of the Common Stock of Goldsmith Seeds, with the merger to be effective as of August 31, 2011 (the "Effective Date") and the Surviving Corporation surviving the merger.
2. Goldsmith Plants shall be merged with and into its parent corporation, Syngenta Flowers, which owns one hundred percent (100%) of the Common Stock of Goldsmith Plants, with the merger to be effective as of Effective Date and the Surviving Corporation surviving the merger.
3. As of the Effective Date, each share of common stock of Goldsmith Seeds and each share of common stock of Goldsmith Plants issued and outstanding immediately prior to the Effective Date shall no longer be outstanding and shall automatically be canceled without consideration and shall cease to exist.
4. Syngenta Flowers assumes all of the assets and liabilities of its wholly-owned subsidiaries, Goldsmith Seeds and Goldsmith Plants.
5. Goldsmith Seeds and Goldsmith Plants shall from time to time, as when requested by Syngenta Flowers, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

[signature page to follow]

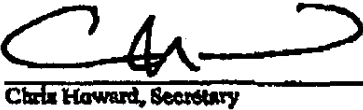
H11000215053 3

H11000215053 3

SYNGENTA FLOWERS, INC.

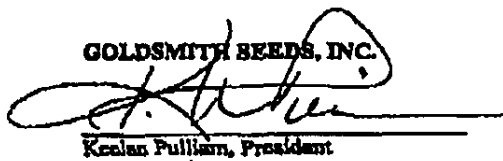


Keelan Pulliam, President



Chris Howard, Secretary

GOLDSMITH SEEDS, INC.

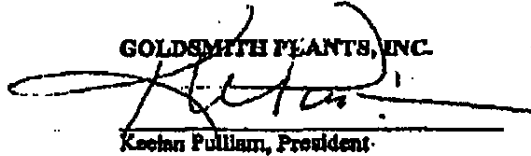


Keelan Pulliam, President



Chris Howard, Secretary

GOLDSMITH PLANTS, INC.



Keelan Pulliam, President



Chris Howard, Secretary

H11000215053 3