

L00000013566

NOV-22 00 11:59AM FROM

T-995 01/08 F-725

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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.

((H00000061444 6)))

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

To: K A R E N  
Division of Corporations  
Fax Number : (850) 922-4000

From: ANGIE CALABRESE  
Account Name : AKERMAN, SENTERPITT & EIDSON, P.A.  
Account Number : 075471001363  
Phone : (305) 374-5600  
Fax Number : (305) 374-5095

ARTICLES OF DISSOLUTION HAVE ALSO BEEN FILED ELECTRONICALLY, SO THEY CAN BE FILED AFTER THE ATTACHED ARTICLES OF MERGER HAVE BEEN FILED. THANKS. /AMC

RECEIVED  
00 NOV 22 PM 12:28  
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE  
FULL BLOOM FARMS, LLC

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

00 NOV 22 PM 3:15

FILED

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$96.25

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

FULL BLOOM FARMS, INC. a Florida corporation K62648

INTO

**FULL BLOOM FARMS, LLC**, a Florida entity, L00000013566

File date: November 22, 2000

Corporate Specialist: Lee Rivers

FAX AUDIT No.H00000061444

**ARTICLES OF MERGER  
OF  
FULL BLOOM FARMS, INC.,  
a Florida Corporation  
WITH AND INTO  
FULL BLOOM FARMS, LLC,  
a Florida Limited Liability Company**

Pursuant to the provisions of Section 607.1109 of the Florida Statutes, Full Bloom Farms, Inc., a Florida corporation, and Full Bloom Farms, LLC, a Florida limited liability company, do hereby adopt the following Articles of Merger:

1. The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "Merger") are:

- 1262648 (i) Full Bloom Farms, Inc., a Florida corporation (the "Merging Corporation"), and  
L-17566 (ii) Full Bloom Farms, LLC, a Florida limited liability company ("the Surviving Entity").

2. The Merging Corporation is hereby merged with and into the Surviving Entity and the separate existence of the Merging Corporation shall cease. The Surviving Entity is the surviving entity in the merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

3. The Agreement and Plan of Merger was unanimously and duly adopted by the Board of Directors and the Shareholders of the Merging Corporation by joint unanimous written consent in lieu of holding special meetings dated November 13, 2000, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes.

4. The Agreement and Plan of Merger was approved by the Surviving Entity and duly adopted by the members of the Surviving Entity by written consent of even date herewith, in accordance with the applicable laws of the State of Florida.

The Merger shall become effective upon the filing of these Articles of Merger with the Office of the Secretary of State of Florida.

The address of the Surviving Entity's principal office under the laws of Florida is  
17455 S.W. 157th Avenue, Miami, Florida 33187.

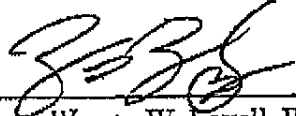
FILED  
NOV 22 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FAX AUDIT No.H00000061444

The parties have caused these Articles of Merger to be executed on November 13, 2000.

**MERGING CORPORATION:**

**FULL BLOOM FARMS, INC.**

By:   
Name: Warren W. Lovell, III  
Title: President

**SURVIVING ENTITY:**

**FULL BLOOM FARMS, LLC**

By:   
Warren W. Lovell, III, Manager

**FILED**  
00 NOV 22 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOV-22-00 11:59AM FROM-

T-995 P.04/06 F-725

FAX AUDIT No.H00000061444

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

**FILED**  
00 NOV 22 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FAX AUDIT No.H00000061444

**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "**Agreement**") is made and entered into as of the 13th day of November, 2000, by and among Full Bloom Farms, Inc., a Florida Corporation (the "**Merging Corporation**"), and Full Bloom Farms, LLC, a Florida limited liability company (the "**Surviving Entity**").

**WITNESSETH:**

**WHEREAS**, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

**WHEREAS**, the Surviving Entity has been organized for the purpose of continuing the business of the Merging Corporation subsequent to the Merger contemplated hereby and is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

**WHEREAS**, the shareholders of the Merging Corporation are also the members of the Surviving Entity; and

**WHEREAS**, pursuant to duly authorized action by their respective Board of Directors, Shareholders and Members, as applicable, the Merging Corporation and the Surviving Entity have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law;

**NOW THEREFORE**, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Entity hereby agree as follows:

1. **MERGER.** The Merging Corporation and the Surviving Entity agree that the Merging Corporation shall be merged with and into the Surviving Entity, as a single and Surviving Entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity shall continue under the laws of the State of Florida as the Surviving Entity.

2. **SURVIVING ENTITY.** At the Effective Time (as defined below) of the Merger:

(a) The Surviving Entity shall be the surviving entity of the Merger, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations as are provided by the Florida Statutes.

(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger.

3. **CHARTER DOCUMENTS.** As a result of the Merger, the charter documents of the Surviving Entity shall be as follows:

FILED  
NOV 22 PM 3:15  
SECRETARY OF STATE  
FLORIDA

FAX AUDIT No.H00000061444

(a) **Articles of Organization.** The Articles of Organization of the Surviving Entity shall continue as the Articles of Organization of the Surviving Entity.

(b) **Operating Agreement.** The Operating Agreement of the Surviving Entity shall continue as the Operating Agreement of the Surviving Entity.

4. **MANNER AND BASIS OF CONVERTING SHARES.** At the Effective Time, (i) all of the issued and outstanding shares of capital stock of the Merging Corporation shall be surrendered to the Surviving Entity and canceled, and no membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding membership interests of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same number of membership interests of the Surviving Entity, and in the same proportions, as they did prior to the Effective Time.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective board of directors, shareholders and members, as applicable, of the Merging Corporation and the Surviving Entity. The proper officers, managers or members of the Merging Corporation and the Surviving Entity, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE TIME OF MERGER.** The Merger shall be effective at the time specified in the Articles of Merger filed with the Offices of the Florida Secretary of State (the "Effective Time").

7. **MANAGERS.** The names and business addresses of the Managers of the Surviving Entity are set forth on Schedule 1 hereto.

8. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete Agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

MISS9570;t

FAX AUDIT No.H00000061444

FILED  
NOV 22 2008 3:15 PM  
STATE OF FLORIDA

FAX AUDIT No.H00000061444


(d) **Counterparts.** This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one Agreement.

**IN WITNESS WHEREOF**, Full Bloom Farms, Inc. and Full Bloom Farms, LLC, have caused this Agreement to be entered into as of the date first above written.

**CONSTITUENT ENTITIES:**


**MERGING CORPORATION:**

**FULL BLOOM FARMS, INC.**

By:   
Name: Warren W. Lovell, III  
Title: President

**SURVIVING ENTITY:**

**FULL BLOOM FARMS, LLC**

By:   
Name: Warren W. Lovell, III, Manager

**FILED**

**00 NOV 22 PM 3:15**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**



NOV-22-00 12:00PM FROM-

T-995 P.08/08 F-725

FAX AUDIT No.H00000061444

Schedule 1

MANAGERS

Warren W. Lovell, III  
17455 S.W. 157th Avenue  
Miami, FL 33187

Jeffrey S. Lovell  
17455 S.W. 157th Avenue  
Miami, FL 33187

Enrique A. Yanes  
17455 S.W. 157th Avenue  
Miami, FL 33187

FILED  
00 NOV 22 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

M1559570;1

FAX AUDIT No.H00000061444