

11/28/2007 17:08 FAX

Division of Corporations

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W07 000101509

Florida Department of State
Division of Corporations
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Division of Corporations
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MERGER OR SHARE EXCHANGE

ARCHIE HAMLIN NURSERY, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$87.50

\$60.00

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Corporate Filing Menu

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CERTIFICATE OF MERGER

The following certificate of merger is being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Archie Hamlin Nursery, Inc. 420 7th Avenue NE Ruskin, Florida 33570-3602 Florida Document/Registration Number: 340851	Florida	Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Archie Hamlin Nursery, LLC 420 7th Avenue NE Ruskin, Florida 33570-3602 Florida Document/Registration Number: L07000101509	Florida	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by (i) the operating agreement or articles of organization of any limited liability company that is a party to the merger, or (ii) the articles of incorporation or bylaws of any corporation that is a party to the merger.

FIFTH: The merger shall become effective as of:

December 15, 2007 (the "Effective Date").

SIXTH: The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

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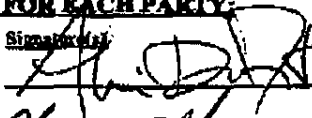
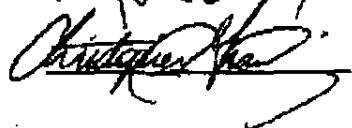
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12-15-07

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SEVENTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
Archie Hamlin Nursery, LLC		Archie Pagot, Manager
Archie Hamlin Nursery, Inc.		Christopher Gramling, President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Archie Hamlin Nursery, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Archie Hamlin Nursery, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

Archie Hamlin Nursery, Inc. shall be merged into Archie Hamlin Nursery, LLC as of the Effective Date set forth in the Certificate of Merger. Archie Hamlin Nursery, LLC shall be the surviving entity. Pursuant to applicable law, title to all real property and other assets owned by Archie Hamlin Nursery, Inc. shall pass to Archie Hamlin Nursery, LLC as of the Effective Date by virtue of the merger.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Carol H. Fagot is the sole shareholder of Archie Hamlin Nursery, Inc. and the sole member of Archie Hamlin Nursery, LLC. As of the Effective Date, all shares of capital stock in Archie Hamlin Nursery, Inc. shall be cancelled, and Carol H. Fagot shall continue to own 100% of the ownership interests in Archie Hamlin Nursery, LLC, the surviving entity.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A.

FIFTH All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A.

SIXTH: Other provisions, if any, relating to the merger:

N/A.

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