

L 99000005357



ACCOUNT NO. : 072100000032

REFERENCE : 466674 7178144

AUTHORIZATION : *Patricia Piggott*

COST LIMIT : \$ 60.00

ORDER DATE : November 5, 1999

ORDER TIME : 12:07 PM

ORDER NO. : 466674-005

CUSTOMER NO: 7178144

000003036740--3

CUSTOMER: Shelley Kaye, Paralegal
Gerald Stevens, Inc. —
Suite 300
301 E. Las Olas Blvd.
Fort Lauderdale, FL 33301

ARTICLES OF MERGER

PINE HILLS FLORIST, INC.

INTO

KUHN & EXOTIC LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 NOV -8 PM 1:47

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV -5 PM 1:10

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

PINE HILLS FLORIST, INC. a Florida corporation 356483

into

KUHN & EXOTIC LLC, a Florida entity L99000005357

File date: November 8, 1999

Corporate Specialist: Lee Rivers

Account number: 072100000032

Account charged: 60.00

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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>
1. Pine Hills Florist, Inc. c/o Gerald Stevens, Inc. 301 East Las Olas Boulevard, Suite 300 Fort Lauderdale, FL 33301	Florida	Corporation
Florida Document/Registration Number: 356483		FEI Number: 59-1278002

2. Kuhn & Exotic LLC c/o Gerald Stevens, Inc. 301 East Las Olas Boulevard, Suite 300 Fort Lauderdale, FL 33301	Florida	LLC
Florida Document/Registration Number: L99000005357		FEI Number: 65-0944159

3.		
Florida Document/Registration Number:		FEI Number:

4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

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TALLAHASSEE FLORIDA

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>
Kuhn & Exotic LLC c/o Gerald Stevens, Inc. 301 East Las Olas Boulevard, Suite 300 Fort Lauderdale, FL 33301	Florida	LLC

Florida Document/Registration Number: L99000005357 FEI Number: 65-0944159

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE FLORIDA

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity	Signature(s)	Typed or Printed Name of Individual
Pine Hills Florist, Inc.	<i>Gerald R. Geddis</i>	Gerald R. Geddis
Kuhn & Exotic LLC	<i>Gerald R. Geddis</i>	Gerald R. Geddis

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STATE
SECRETARY OF
TALLAHASSEE FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Pine Hills Florist, Inc. c/o Gerald Stevens, Inc. 301 East Las Olas Boulevard, Suite 300 Fort Lauderdale, FL 33301	Florida
Kuhn & Exotic LLC c/o Gerald Stevens, Inc. 301 East Las Olas Boulevard, Suite 300 Fort Lauderdale, FL 33301	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Kuhn & Exotic LLC c/o Gerald Stevens, Inc. 301 East Las Olas Boulevard, Suite 300 Fort Lauderdale, FL 33301	Florida

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

Pine Hills Florist, Inc., a Florida corporation shall be merged with and into Kuhn & Exotic LLC. The Plan of Merger was adopted by the directors and shareholders of Pine Hills Florist, Inc. and the sole member of Kuhn & Exotic LLC on November 4, 1999.

When the merger becomes effective, the Articles of Organization of Kuhn & Exotic LLC shall continue as the Articles of Organization of the surviving party.

When the merger becomes effective, the member and officers in office of Kuhn & Exotic LLC shall be the member and officers of said surviving party.

(Attach additional sheet(s) if necessary)

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:

When the merger takes effect, each issued and outstanding share of Pine Hills Florist, Inc. shall be surrendered and extinguished. The membership of Kuhn & Exotic LLC shall continue without change.

- 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

(Attach additional sheet(s) if necessary)

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TALLAHASSEE FLORIDA

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Gerald Stevens, Inc.
301 East Las Olas Boulevard, Suite 300
Fort Lauderdale, FL 33301

SEVENTH: 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

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

N/A

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(Attach additional sheet(s) if necessary)