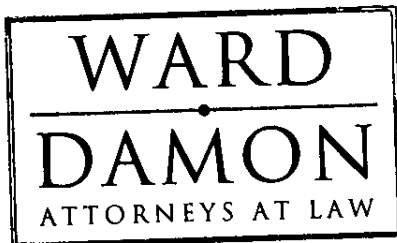


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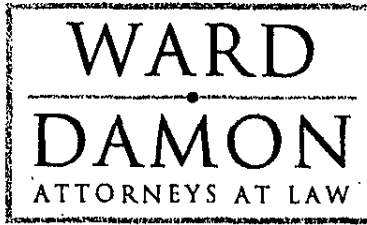
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

11 DEC -1 PM 1:34

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Merger NC  
Tee's  
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4420 Beacon Circle  
West Palm Beach, Florida 33407  
Tel: (561) 842-3000/Fax: (561) 842-3626

*Eva D. Ruiz, Legal Assistant*  
[eruiz@warddamon.com](mailto:eruiz@warddamon.com)

November 18, 2011

*Via Federal Express*  
Attn: Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Highlands Greenhouses, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Merger, along with Check Number 10195 as payment for the filing fees.

Please contact me if you have any questions or require further information.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Eva D. Ruiz", with a stylized flourish at the end.

Eva D. Ruiz, Legal Assistant to  
Philip H. Ward, III, Esquire

Enclosures

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

These Articles of Merger are made as of the Effective Date by Delray Plants hereinafter referred to as the "Absorbed Corporation," and Highlands Greenhouses, Inc., hereinafter referred to as the "Surviving Corporation."

**RECITALS**

A. Absorbed Corporation is a corporation organized under the laws of the State of Florida and has agreed to merge with Surviving Corporation; and

B. Surviving Corporation is a corporation organized under the laws of the State of Florida and has agreed to merge with Absorbed Corporation.


NOW, THEREFORE, Surviving Corporation and Absorbed Corporation, in accordance with Section 607.1105, Florida Statutes, adopt the following Articles of Merger which shall be filed with the Florida Department of State:

1. Absorbed Corporation and Surviving Corporation have agreed to a Plan of Merger which provides that as of the Effective Date of the merger, the separate existence of Absorbed Corporation shall cease, and Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property of the Absorbed Corporation, including, without limitation, real personal, and mixed property of the Absorbed Corporation, without the necessity for any separate transfer, all of which shall be governed by Florida law. Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

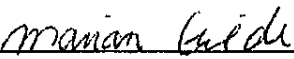
2. The shareholders of Absorbed Corporation have unanimously approved the Plan of Merger.
3. The Shareholders of Surviving Corporation have unanimously approved the Plan of Merger.
4. The Plan of Merger was adopted pursuant to Section 607.1101, Florida Statutes.
5. The Effective Date of the merger shall be December 1, 2011.
6. Upon completion of the merger, the name of the Surviving Corporation shall be Delray Plants, Co.

**ABSORBED CORPORATION:**

**DELRAY PLANTS CO., a Florida corporation**

By:   
Edward W. Koonneef, President

Attest:

  
Marian W. Gilde, its Secretary

[Corporate Seal]

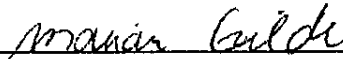


**SURVIVING CORPORATION:**

**HIGHLANDS GREENHOUSES, INC., a Florida corporation**

By:   
Edward W. Koonneef, President

Attest:

  
Marian W. Gilde, its Secretary

[Corporate Seal]



**AGREEMENT AND PLAN OF MERGER**  
**DELRAY PLANTS CO., AND**  
**HIGHLANDS GREENHOUSES, INC.**

This Agreement and Plan of Merger ("Agreement") is made and entered into this 15th day of November, 2011, by and between Highlands Greenhouses, Inc., a Florida corporation, hereinafter referred to the "Surviving Corporation," and Delray Plants Co., a Florida corporation, hereinafter referred to as the "Absorbed Corporation."

**RECITALS**

A. Absorbed Corporation is a corporation organized under the laws of the State of Florida; and

B. Surviving Corporation is a corporation organized under the laws of the State of Florida; and

C. The authorized capital of Absorbed Corporation consists of ten thousand (10,000) common shares, \$1.00 par value per share, two hundred (200) of which are issued and outstanding;

D. The shares of Absorbed Corporation are owned equally by Edward W. Koornneef ("EWK") and Randolph P. Gilde ("RPG");

E. The authorized capital of Surviving Corporation consists of five thousand (5,000) common shares, \$1.00 par value per share, five thousand (5,000) of which are issued and outstanding;

F. The shares of Surviving Corporation are owned equally by EWK and Marian W. Gilde ("MWG"), the spouse of RPG;

G. The respective Boards of Directors of the Surviving Corporation and Absorbed Corporation deem it desirable and in the best business interests of the respective corporations that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of Sections 607.1101, et seq., Florida Statutes; and

H. As a result of the merger and in accordance with the terms of this Agreement, Absorbed Corporation will cease to have a separate corporate existence, and Surviving Corporation will continue in existence and carry on the businesses of both corporation.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Absorbed Corporation and Surviving Corporation agree as follows:

Section One. Merger. Absorbed Corporation shall merge with and into Surviving Corporation whereby Surviving Corporation shall be the sole and only remaining business organization.

Section Two. Terms and Conditions. On the Effective Date of the merger, the separate existence of Absorbed Corporation shall cease, and Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property of Absorbed Corporation, including, without limitation, real personal, and mixed property of Absorbed Corporation, without the necessity for any separate transfer, all of which shall be governed by Florida law. Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of Absorbed Corporation, and neither the rights of creditors nor any liens on the property of Absorbed Corporation shall be impaired by the merger.

Section Three. Name of Surviving Corporation. The name of the Surviving Corporation shall be Delray Plants, Co.

Section Four. Authorized Shares. As of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be amended to provide that the maximum number of shares that Surviving Corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock, which shall have a par value of one and No/100 dollars (\$1.00) per share.

Section Five. Conversion of Shares. At the Effective Date and as a result of the merger, automatically and without further act of Absorbed Corporation and Surviving Corporation or the holders of the shares of Absorbed Corporation and Surviving Corporation, the issued and outstanding common shares of Absorbed Corporation before the Effective Date shall remain issued and outstanding after the Effective Date and shall be and constitute the issued and outstanding shares of Surviving Corporation; and the issued and outstanding common shares of Surviving Corporation before the Effective Date shall remain issued and outstanding after the Effective Date and shall be unaffected by the Merger; provided, however, that RPG and MWG desire to own all shares of Surviving Corporation jointly, as tenancy by the entirety. Therefore, the shares of Surviving Corporation shall be owned equally by EWK (50%) and RPG and MWG, as tenants by the entirety (50%). Accordingly, share ownership before and after the merger is as follows:

A. Share ownership of each of Absorbed Corporation and Surviving Corporation existing immediately prior to the merger:

**ABSORBED CORPORATION:**

Owners	Shares	Percentage Ownership
Edward W. Koornneef	100	50%
Randolph P. Gilde	100	50%

**SURVIVING CORPORATION:**

Owners	Shares	Percentage Ownership
Edward W. Koornneef	2,500	50%
Marian W. Gilde	2,500	50%

- B. Share ownership of Surviving Corporation upon completion of the merger:

**SURVIVING CORPORATION:**

Owners	Shares	Percentage Ownership
Edward W. Koornneef	2,600	50%
Randolph P. Gilde and Marian W. Gilde, as tenancy by the entirety	2,600	50%

After the Effective Date of the merger, the holder of the certificates for shares of stock of the Absorbed Corporation and the Surviving Corporation shall surrender such certificates to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require, after which and upon such receipt, the Surviving Corporation shall issue in



exchange therefore certificates for the shares of stock in Surviving Corporation to which the holders are entitled as provided hereinabove.

Section Six. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation, as amended, shall be the Articles of Incorporation of Surviving Corporation as of the Effective Date. Restated Articles of Incorporation shall be filed with the Secretary of State of Florida following the merger.

Section Seven. By-Laws. The By-Laws of the Surviving Corporation shall continue to be the By-Laws of the Surviving Corporation following the Effective Date of the merger.

Section Eight. Directors. At and after the Effective Date and until changed in accordance with applicable law, Edward W. Koornneef and Randolph P. Gilde shall be the directors of the Surviving Corporation and shall remain in office until their successors have been elected or appointed and qualified.

Section Nine. Officers. At and after the Effective Date and until changed in accordance with the bylaws and applicable law, each individual who is an officer of Surviving Corporation immediately prior to the Effective Date shall continue to be an officer of the Surviving Corporation as of and after the Effective Date holding the same office as held with Surviving Corporation immediately prior to the Effective Date.

Section Ten. Employees. All employees of Absorbed Corporation shall be employed, at will, by Surviving Corporation and will be credited for years of service and will retain accrued or unused sick leave and vacation benefits to the extent such benefits are consistent with Surviving Corporation.

Section Eleven. Property. At and after the Effective Date, all of the assets and property of every kind and character, real, personal and mixed, tangible and intangible, choses in action, rights and credits owned by Absorbed Corporation at the Effective Date, or which would inure to any of them, shall immediately, by operation of law and without any conveyance or transfer and without any further act or deed, be vested in and become the property of the Surviving Corporation, which shall have, hold and enjoy the same in its own right as fully and to the same extent as the same were possessed, held and enjoyed by Absorbed Corporation before the Effective Date. The Surviving Corporation shall be deemed to be and shall be a continuation of the entity and identity of Absorbed Corporation. All of the rights and obligations of Absorbed Corporation shall not revert or in any way be impaired by reason of the Merger. Any claim existing, or action or proceeding pending, by or against either Absorbed Corporation, may be prosecuted to judgment with right of appeal as if the Merger had not taken place or the Surviving Corporation may be substituted in its place.

Section Twelve. Creditor's Rights. At and after the Effective Date, all the rights of creditors of each of Absorbed Corporation shall be preserved unimpaired, and all liens upon the property of Absorbed Corporation shall be preserved unimpaired on only the property affected by any such lien immediately before the Effective Date.

Section Thirteen. Prohibited Transactions. Neither the Absorbed Corporation nor the Surviving Corporation have, prior to the Effective Date of the merger, engaged in any activity or transaction other than in the ordinary course of business, except that the Absorbed Corporation and Surviving Corporation shall take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Fourteen. Approval of Shareholders. This Plan of Merger shall be submitted for the approval of the shareholders of the Absorbed Corporation and the shareholders of the Surviving Corporation in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before November 15, 2011, or at such other time as the member and manager of the Absorbed Corporation and the board of directors of the Surviving Corporation may agree. Approval may be effectuated by written consent to action in accordance with Section 607.0704, Florida Statutes.

Section Fifteen. Further Assurance of Title. The Absorbed Corporation hereby transfers and conveys all of its rights, title and interest in and to all of the assets of the Absorbed Corporation to the Surviving Corporation. If at time the Surviving Corporation shall consider or be advised that any acknowledgement or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title or interest of the Absorbed Corporation held immediately prior to the Effective Date of the merger, the Absorbed Corporation and its proper officers and directors shall and will execute and deliver all such acknowledgements or assurances in law and all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Corporation that shall be necessary to carry out the purposes of this Plan of Merger, and the Surviving Corporation or the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Absorbed Corporation or otherwise.

Section Sixteen. Book Entries. The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of the Surviving Corporation in accordance with the following:

(a) The assets and liabilities of the Absorbed Corporation shall be recorded at the amounts at which they are carried on the books of the Absorbed Corporation immediately prior to the Effective Date with appropriate adjustments to reflect the retirement and cancellation of the single share of common stock of the Surviving Corporation presently issued and outstanding.

(b) There shall be credited to Capital Account the aggregate amount of the par value per share of all of the Common Stock of the Surviving Corporation resulting from the conversion of the membership interests of the Absorbed Corporation.

(c) There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of the Absorbed Corporation immediately prior to the Effective Date.

(d) There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of the Absorbed Corporation immediately prior to the Effective Date.

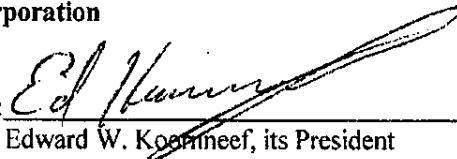
Section Seventeen. Effective Date of Merger. The Effective Date of the merger shall be the 1<sup>st</sup> day of December, 2011 at 12:01 a.m., such that the Surviving Corporation shall be the sole business organization organized and existing for the year of 2011, for tax purposes or otherwise.

Section Eighteen. Authority. Each of Absorbed Corporation and Surviving Corporation has all requisite corporate power and authority to enter into this Plan of Merger and to perform their respective obligations hereunder. The execution and delivery of this Plan of Merger and the consummation of the transactions contemplated hereby have been or will be duly authorized by all necessary corporate action, and is a valid and binding agreement, enforceable against each of Absorbed Corporation and Surviving Corporation in accordance with its terms.

Section Nineteen. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective members, managers, boards of directors and shareholders on the date first above written.

**ABSORBED CORPORATION:**  
**DELRAY PLANTS CO., a Florida**  
**corporation**

By:   
Edward W. Koornmeef, its President

Attest:

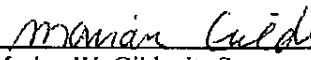
  
Marian W. Gilde, its Secretary

[Corporate Seal]

**SURVIVING CORPORATION:**  
**HIGHLANDS GREENHOUSES, INC., a**  
**Florida corporation**

By:   
Edward W. Koornmeef, its President

Attest:

  
Marian W. Gilde, its Secretary

[Corporate Seal]

**EXHIBIT A**  
**AMENDED ARTICLES OF INCORPORATION**  
  
**OF**  
  
**DELRAY PLANTS CO.**

**ARTICLE I**  
**NAME**

The name of the corporation is Delray Plants Co., formerly known as Highlands Greenhouses, Inc.

**ARTICLE II**  
**PURPOSE**

The corporation is organized for the purpose of conducting, carrying on, and transacting any and all lawful activity, or business, permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares that Surviving Corporation is authorized to have outstanding at any time is ten thousand (10,000) shares of common stock, which shall have a par value of one and No/100 dollars (\$1.00) per share.

The common stock of the corporation shall have the following characteristics:

A. At all meetings of the shareholders the common shareholders shall be entitled to cast ONE (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder from voting thereon; and

B. Except as otherwise provided by law, the entire voting power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the issued and outstanding common stock of the corporation.

ARTICLE IV  
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V  
PRINCIPAL OFFICE

The address of the initial principal office of the corporation in the State of Florida is 956 Old State Road 8, Venus, Florida 33960-2137. The Board of Directors, from time to time, may change the street address, and the post office address, of the corporation as well as the location of the principal office of the corporation.

ARTICLE VI  
BOARD OF DIRECTORS

This corporation shall have TWO (2) Directors initially. The number of Directors either may be increased, or decreased, from time to time by the Bylaws, but shall never be less than ONE (1). The name and address of the initial Directors of the corporation are:

NAME	ADDRESS
Edward W. Koornneef	130 Deanna Drive Lake Placid, FL 33852
Randolph P. Gilde	433 Lake Mirror Drive Lake Placid, FL 33852

**ARTICLE VII**  
**AMENDMENT**

The corporation reserves the right to amend, or to repeal, any provisions set forth in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation may indemnify and hold harmless its officers, directors, employees, agents, or other persons, including, but not limited to, its former officers, directors, employees, agents, or other persons, to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.



**HIGHLANDS GREENHOUSES, INC.**  
**SHAREHOLDERS' WRITTEN CONSENT TO ACTION**  
**PLAN OF MERGER**

Pursuant to Section 607.0704, Florida Statutes, the undersigned, representing not less than a majority of the outstanding shares of the stock of **Highlands Greenhouses, Inc.** ("Highlands Greenhouses"), take the following action without a meeting:

**Recitals**

WHEREAS, representatives of Highlands Greenhouses have negotiated a Plan of Merger providing for the merger of Highlands Greenhouses with Delray Plants, Co., ("Delray Plants") whereby Highlands Greenhouses will be the surviving corporation; and

WHEREAS, the name of the surviving corporation shall be Delray Plants, Co.; and

WHEREAS, the Board of Directors deems it to be in the best interest of Highlands Greenhouses to merge with Delray Plants; and

WHEREAS, the Board of Directors unanimously recommends that the Shareholders of Highlands Greenhouses approve the Plan of Merger.

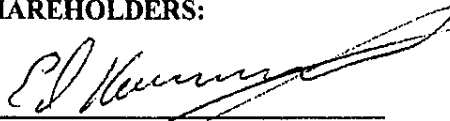
NOW, THEREFORE, the undersigned, representing all of the outstanding shares of stock of Highlands Greenhouses, approve in writing the following resolutions:

1. Resolved, that the Plan of Merger, attached hereto as Exhibit A, is hereby approved.
2. Resolved, that the Board of Directors direct the President of Highlands Greenhouses to execute the Plan of Merger and any and all other documents reasonably necessary to authorize and complete the merger.
3. Resolved, that the Officers and Directors of the Highlands Greenhouses are hereby directed to immediately take all appropriate action to effectuate the foregoing approved Plan of Merger.
4. Resolved, that the Officers of the Highlands Greenhouses are directed to immediately file Articles of Merger with the Secretary of State of the State of Florida.
5. Resolved, that the Effective Date of the Merger shall be December 1, 2011.
6. Resolved, that upon completing the merger, the Officers of Highlands Greenhouses are directed to file an amendment to the Articles of Incorporation as set forth in the Plan of Merger.

The undersigned Shareholders of Highlands Greenhouses, Inc., have executed this Written Consent to Action as of the dates specified next to their respective signatures.

**SHAREHOLDERS:**

Date: Nov 15, 2011

  
Name: Edward W. Koornneef

Date: Nov 15, 2011

  
Name: Marian W. Gilde

**DELRAY PLANTS CO.  
SHAREHOLDERS' WRITTEN CONSENT TO ACTION  
PLAN OF MERGER**

Pursuant to Section 607.0704, Florida Statutes, the undersigned Shareholders, representing all of the outstanding shares of stock of **Delray Plants Co.** ("Delray Plants"), take the following action without a meeting:

**Recitals**

WHEREAS, representatives of Delray Plants have negotiated a Plan of Merger providing for the merger of Delray Plants with Highlands Greenhouses, Inc., ("Highlands Greenhouses") whereby Highlands Greenhouses will be the surviving corporation; and

WHEREAS, the name of the surviving corporation shall be Delray Plants, Co.; and

WHEREAS, the Board of Directors deems it to be in the best interest of Delray Plants to merge with Highlands Greenhouses; and

WHEREAS, the Board of Directors unanimously recommends that the Shareholders of Delray Plants approve the Plan of Merger.

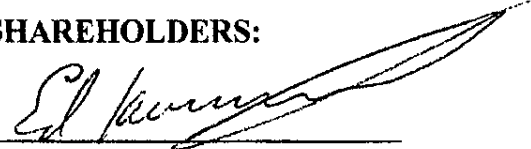
NOW, THEREFORE, the undersigned Shareholders, representing all of the outstanding shares of stock of Delray Plants, approve in writing the following resolutions:

1. Resolved, that the Plan of Merger, attached hereto as Exhibit A, is hereby approved.
2. Resolved, that the Board of Directors direct the President of Delray Plants to execute the Plan of Merger and any and all other documents reasonably necessary to authorize and complete the merger.
3. Resolved, that the Officers and Directors of the Delray Plants are hereby directed to immediately take all appropriate action to effectuate the foregoing approved Plan of Merger.
4. Resolved, that the Officers of the Delray Plants are directed to immediately file Articles of Merger with the Secretary of State of the State of Florida.
5. Resolved, that the Effective Date of the Merger shall be December 1, 2011.

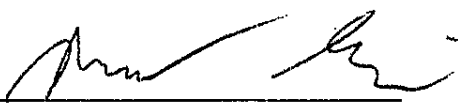
The undersigned Shareholders of Delray Plants, Co., have executed this Written Consent to Action as of the dates specified next to their respective signatures.

**SHAREHOLDERS:**

Date: Nov 15, 2011

  
Name: Edward W. Koornneef

Date: Nov 15, 2011

  
Name: Randolph P. Gilde