

JUL-02-01 MON 01:49 PM

DEAN MEAD MINTON KLEIN

FAX NO. 561 464 7877

P. 01

Division of Corporations

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**EFFECTIVE DATE**

7-1-01

**MERGER OR SHARE EXCHANGE**

**COUNTRY CALADIUMS, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LAKE COUNTRY FARMS, INC., a Florida corporation, document number  
P01000028802

INTO

COUNTRY CALADIUMS, INC. which changed its name to

**LAKE COUNTRY FARMS, INC.**, a Florida entity, P01000065000

File date: June 29, 2001, effective July 1, 2001

Corporate Specialist: Karen Gibson

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 2, 2001

COUNTRY CALADIUMS, INC.  
188 HARRISON RD  
LAKE PLACID, FL 33852

SUBJECT: COUNTRY CALADIUMS, INC.  
REF: P01000065000

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Corporate Specialist

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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**ARTICLES OF MERGER OF  
LAKE COUNTRY FARMS, INC., A FLORIDA CORPORATION,  
WITH AND INTO  
COUNTRY CALADIUMS, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

The Plan of Merger of Lake Country Farms, Inc., a Florida corporation, with and into Country Caladiums, Inc., a Florida corporation, with Country Caladiums, Inc. being the surviving corporation, is attached hereto as Exhibit "A."

**ARTICLE II - ADOPTION OF PLAN OF MERGER**

**EFFECTIVE DATE**  
7-1-01

The Plan of Merger was approved by the shareholders and the Board of Directors of each corporation by resolutions adopted by written consents dated effective as of the 1<sup>st</sup> day of July, 2001, adopted and signed on June 29, 2001.

**ARTICLE III - EFFECTIVE DATE OF MERGER**

The effective date of merger shall be as of the date the Articles of Merger are filed with the Florida Department of State or July 1, 2001, whichever is later.

LAKE COUNTRY FARMS, INC.

Dated: June 29, 2001

By:   
David Lamar Harrison, President

COUNTRY CALADIUMS, INC.

Dated: June 29, 2001

By:   
David Lamar Harrison, President

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into as of the 1<sup>st</sup> day of July, 2001, by and between LAKE COUNTRY FARMS, INC., a Florida corporation ("Lake Country") and COUNTRY CALADIUMS, INC., a Florida corporation ("Country Caladiums").

WHEREAS, the Board of Directors of Lake Country and the Board of Directors of Country Caladiums have resolved that Lake Country be merged with and into Country Caladiums, which will be the surviving corporation ("Surviving Corporation"); and

WHEREAS, the shareholders of Lake Country and the shareholders of Country Caladiums have unanimously approved the Merger, as hereafter defined, of Lake Country with and into Country Caladiums.

NOW, THEREFORE, in consideration of the premises and mutual agreements, provisions and covenants contained herein, the parties hereto hereby agrees that Lake Country shall be, at the Effective Date, as hereafter defined, merged (the "Merger") with and into Country Caladiums, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. Effects of Merger. On the Effective Date, the separate existence of Lake Country shall cease and Lake Country shall be merged with and into Country Caladiums, which as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises of a public as well as private nature and be subject to all the restrictions, disabilities and duties of Lake Country and all and singular, the rights, privileges, powers or franchises of Lake Country and all property, real, personal or mixed, and all debts due to Lake Country on whatever account, as well as for memberships, subscriptions and all other things and actions belonging to Lake Country shall be vested in the Surviving Corporation; and all property rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Lake Country and the title to any real estate, vested by deed or otherwise, under the laws of the State of Florida or any other jurisdiction, all debts, liabilities and duties of Lake Country shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of Lake Country shall be preserved unimpaired, and all debts, liabilities and duties of Lake Country shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, and from time to time after the Effective Date, the last shareholder of Lake Country along with the officers of the Surviving Corporation may, in the name of Lake Country execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of Lake Country's property, rights, privileges, powers,

EXHIBIT "A"

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franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger.

2. Conversion of Shares. The manner and basis of converting the shares of Lake Country into shares of the Surviving Corporation are as follows:

(a) At the Effective Date of the Merger, each share of common stock of Lake Country, which is issued and outstanding immediately prior to the Merger, shall, by virtue of the Merger and without any action on the part of the holder thereof, be extinguished. By virtue of the mutual identity of the shareholders of Lake Country and Country Caladiums, no additional shares of stock will be issued to the shareholders of Lake Country.

3. Name of Surviving Corporation; Certificate of Incorporation; Bylaws.

(a) Certificate of Incorporation. The Certificate of Incorporation of Country Caladiums as in effect on the date hereof, shall from and after the Effective date be and continue to be the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law, except that Article I of the Articles of Incorporation of Country Caladiums shall be amended in its entirety to read as follows:

"ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be LAKE COUNTRY FARMS, INC."

(b) Bylaws. The Bylaws of the Surviving Corporation, as in effect on the date hereof shall, from and after the Effective Date, be and continue to be the Bylaws of the Surviving Corporation until changed or amended as provided by law.

(c) Effective Date. The Effective Date of the Merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

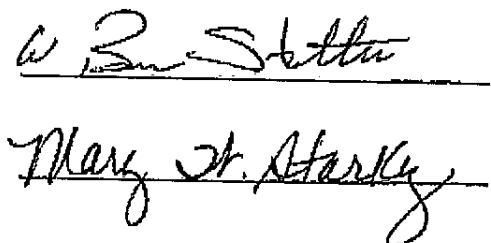
IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

"LAKE COUNTRY"

Lake Country Farms, Inc.

By:   
David Lamar Harrison, President

  
Mary J. Atarky

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**"COUNTRY CALADIUMS"**

Country Caladiums, Inc.

*W. B. Stetson*

By: *David Lamar Harrison*  
David Lamar Harrison, President

*Mary M. Stetson*

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