

P020000036581

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FILED  
05 OCT 21 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXPIRATION DATE  
~~12-01-05~~

05 OCT 21 PM 4:43  
DIVISION OF CORPORATIONS

*Merger*

G. Goulette OCT 24 2005



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 666062 7130633

AUTHORIZATION

*Patricia Pijoto*

COST LIMIT : \$ 70.00

ORDER DATE : October 21, 2005

ORDER TIME : 3:18 PM

ORDER NO. : 666062-005

CUSTOMER NO: 7130633

ARTICLES OF MERGER

BRECKLIN, INC.

INTO

SOUTHEASTERN HAY & NURSERY,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: \_\_\_\_\_

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SOUTHEASTERN HAY &amp; NURSERY, INC.</u>	<u>FLORIDA</u>	<u>P02000036581</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>BRECKLIN, INC.</u>	<u>FLORIDA</u>	<u>S47431</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 12 / 01 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on SEPTEMBER 11, 2005 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on SEPTEMBER 11, 2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-01-05

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

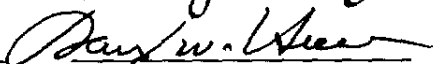
Typed or Printed Name of Individual & Title

SOUTHEASTERN HAY & NURSERY, INC.



GLENN R. PADGETT, SECRETARY

BRECKLIN, INC.



DANIEL W. HOUSER, TREASURER

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**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>SOUTHEASTERN HAY &amp; NURSERY, INC.</u>	<u>FLORIDA</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>BRECKLIN, INC.</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

When the Merger becomes effective:

Each issued and outstanding share of stock of Brecklin shall be cancelled without any conversion, and no payment or distribution shall be made with respect thereto;

Each issued and outstanding share of stock of Southeastern Hay & Nursery, Inc. shall remain issued and outstanding as validly issued and outstanding shares.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares. N/A

Other provisions relating to the merger are as follows:

The Officers and Directors of Southeastern Hay & Nursery, Inc. immediately prior to the Merger becoming effective, shall be the Officers and Directors of the surviving corporation.

The Articles of Incorporation of Southeastern Hay & Nursery, Inc. in effect immediately prior to the Merger becoming effective, shall be the Articles of Incorporation of the surviving corporation.

The Bylaws of Southeastern Hay & Nursery, Inc. in effect immediately prior to the Merger becoming effective, shall be the Articles of Incorporation of the surviving corporation.