

Sent By: COBB & COLE;

36 238 7003

Dec-31-03 11:57;

Page 1

Page 1 of 1

Division of Corporations

PO3 000142715

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000344638 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

EFFECTIVE DATE
1-1-04

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : COBB & COLE
Account Number : I20030000050
Phone : (386) 255-1811
Fax Number : (386) 238-7003

MERGER OR SHARE EXCHANGE

REEVES NURSERY, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 01 |
| Estimated Charge | \$70.00 |

\$60.00

RECEIVED
03 DEC 31 AM 10:58
DIVISION OF CORPORATIONS

03 DEC 31 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FL 32307

FILED
AND
NOTED

Electronic Filing Manual

Corporate Filing

Public Access Help

JB
1-2-04

H03000344638 3

ARTICLES OF MERGER

BETWEEN

REEVES NURSERY, an unincorporated business

EFFECTIVE DATE

AND

REEVES NURSERY, INC., a Florida corporation

1-1-04

Pursuant to Sections 607.1109, *Florida Statutes*, Reeves Nursery, an unincorporated business, owned by Ronald G. Reeves and Anne Moorman Reeves, ("Other Business Entity"), and Reeves Nursery, Inc., a Florida corporation ("Surviving Entity"), adopt the following Articles of Merger for the purpose of merging Other Business Entity into Surviving Entity, the latter of which is to survive the merger.

ARTICLE I PLAN OF MERGER

Attached hereto is the Plan of Merger, which was adopted and approved by both Other Business Entity and Surviving Entity, as required in Section 607.1108, *Florida Statutes*.

ARTICLE II SURVIVING ENTITY

The surviving entity shall be REEVES NURSERY, INC., a Florida corporation.

ARTICLE III ADOPTION REQUIREMENTS

The attached Plan of Merger meets the requirements of sections 607.1108, *Florida Statutes*, and was adopted by the sole owner of the Other Business Entity on December 1, 2003, and by the sole shareholder of the Surviving Entity, on December 1, 2003.

ARTICLE III EFFECTIVE DATE

The effective date of the merger shall be as of January 1, 2004.

03 DEC 31 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

H03000344638 3

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 31st
 day of December, 2003

REEVES NURSERY, an unincorporated business

Ronald G. Reeves

By: Ronald G. Reeves, individually as tenants in the
entirety

Anne Moorman Reeves

By: Anne Moorman Reeves, individually as tenants in the
entirety

REEVES NURSERY, Inc., a Florida corporation

Ronald G. Reeves

By: Ronald G. Reeves, Director and Shareholder as
tenants in the entirety

Anne Moorman Reeves

By: Anne Moorman Reeves, Director and Shareholder as
tenants in the entirety

RECEIVED
AND
FILED
03 DEC 31 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
BETWEEN
REEVES NURSERY, an unincorporated business
AND
REEVES NURSERY, INC., a Florida corporation**

The following Plan of Merger, which was adopted and approved by Ronald G. and Anne Moorman Reeves, as tenants in their entirety, as the sole owner of REEVES NURSERY, an unincorporated business (the "Other Business Entity") and REEVES NURSERY, INC., a Florida corporation (the "Surviving Entity") is being submitted in accordance with section 607.1108, *Florida Statutes*.

1. The name, address of principal office, jurisdiction, and entity type for each merging party is as follows:

Name and Street Address - Merged Entity (Other Business Entity)

Reeves Nursery, an unincorporated business
101 Toronita Avenue
Wilbur by the Sea, Florida 32127

Jurisdiction and Entity Type:

Florida; Unincorporated Business

2. The name, address of principal office, jurisdiction, and entity type for the surviving party is as follows:

Name and Street Address - Surviving Corporation

Reeves Nursery, Inc.
101 Toronita Avenue
Wilbur by the Sea, Florida 32127

Jurisdiction and Entity Type:

Florida; Florida corporation

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of the Other Business Entity shall cease and the Other Business Entity shall be merged with and into the Surviving Entity, (ii) the Articles of Incorporation of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Articles of Incorporation of the Surviving Entity, and (iii) the Federal Employer Identification Number ("FET") assigned to the Surviving Entity shall become the FEI used for the Surviving Entity.

4. The manner and basis of converting the ownership interests of the Other Business Entity and the shares of Surviving Entity into shares of the Surviving Entity is as follows: On the effective date of the merger, one hundred percent (100%) of the ownership of the Other Business Entity held in the name of the sole owner, Ronald Reeves and Anne Reeves, as tenants in the entirety, shall be converted to one-half of the authorized and outstanding shares of stock of the Surviving Entity. All of the authorized and outstanding shares of stock of the Surviving Entity shall thereafter be owned by Ronald Reeves and Anne Reeves as tenants in the entirety.

5. The Surviving Entity shall be managed and controlled pursuant to the Surviving Entity's Bylaws and other incorporation documents already in existence as of the Effective Date.

6. The Effective Date of the Merger shall be January 1, 2004.

03 DEC 31 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED