

P34917



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 292095 4809573

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 70.00

ORDER DATE : June 29, 1999

ORDER TIME : 11:31 AM

ORDER NO. : 292095-020

EFFECTIVE DATE
7/1/99

CUSTOMER NO: 4809573

6000002919806--0

CUSTOMER: Ms. Janice Nicols
Dole Food Company, Inc.
31365 Oak Crest Drive
A2-4
Westlake Villag, CA 91361

merger

ARTICLES OF MERGER

SUNPETALS, INC.

INTO

DOLE FRESH FLOWERS, INC.

99 JUN 30 PM 4: 08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DR
6/30/99

99 JUN 30 PM 12: 07
RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNPETALS, INC., a Florida corporation M22254

,

into

DOLE FRESH FLOWERS, INC., a Delaware corporation P34917

File date: June 30, 1999 , effective July 1, 1999

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
7/1/99

ARTICLES OF MERGER
OF
SUNPETALS, INC.
AND
DOLE FRESH FLOWERS, INC.

FILED
99 JUN 30 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State

State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger:

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Sunpetals, Inc. with and into Dole Fresh Flowers, Inc. as approved by Written Consent of the Board of Directors of Sunpetals, Inc. on June 24, 1999 and adopted by Written Consent of the Board of Directors of Dole Fresh Flowers, Inc. on June 24, 1999.

2. The merger of Sunpetals, Inc. with and into Dole Fresh Flowers, Inc. is permitted by the laws of the jurisdiction of organization of Dole Fresh Flowers, Inc. and has been authorized in compliance with said laws. The date of adoption of the Agreement and Plan of Merger by the Board of Directors of Dole Fresh Flowers, Inc. was June 25, 1999.

3. Shareholder approval was not required for the merger.

4. The effective date of the merger herein provided for in the State of Florida shall be July, 1, 1999.

Executed on the 28th day of June, 1999.

DOLE FRESH FLOWERS, INC.

SUNPETALS, INC.

By: Beth Potillo
Beth Potillo
Treasurer

By: David W. Perrigo
David W. Perrigo
Vice President-Taxes

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into on this 25th day of June, 1999 by Sunpetals, Inc., a Florida corporation, and Dole Fresh Flowers, Inc., a Delaware corporation, as approved by the Board of Directors of each of said corporations:

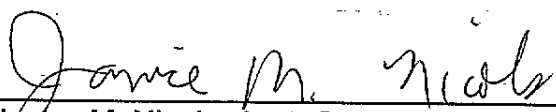
1. Sunpetals, Inc., a Florida corporation, which is sometimes hereinafter referred to as the "disappearing corporation", shall be merged with and into Dole Fresh Flowers, Inc., a Delaware corporation, which is sometimes hereinafter referred to as the "surviving corporation".
2. The separate existence of the disappearing corporation shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Act of the State of Florida.
3. The surviving corporation shall continue its existence under Dole Fresh Flowers, Inc. pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall be the Articles of Incorporation of said surviving corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
5. The bylaws of the surviving corporation upon the effective date of the merger shall be the bylaws of the surviving corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
6. The directors and officers in office of the surviving corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

7. Upon the effective date of the merger, each issued share of the disappearing corporation shall, by virtue of the merger and without any action upon the part of the holder thereof, no longer be issued and outstanding and shall be canceled without consideration. The issued shares of the surviving corporation shall not be converted or exchanged in any manner or any consideration be paid therefore, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
8. The Agreement and Plan of Merger herein entered into and approved shall be submitted to the Board of Directors of the disappearing corporation and of the surviving corporation for their approval or rejection.
9. In the event that this Agreement and Plan of Merger shall have been approved by the Board of Directors of the disappearing corporation and of the surviving corporation, the disappearing corporation and the surviving corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of their states of incorporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
10. The Board of Directors and the proper officers of the disappearing corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

Signed on this 25th day of June, 1999.

SUNPETALS, INC.

By: 
David W. Perrigo, Vice President-Taxes

By: 
Janice M. Nicols, Asst. Corporate Secretary

Signed on this 25th day of June
1999.

DOLE FRESH FLOWERS, INC.

By: Beth Potillo
Beth Potillo, Treasurer

By: Janice M. Nicols
Janice M. Nicols, Asst. Corporate Secretary