

04920071437
**CAUTHORN HALE HORNBERGER
FULLER SHEEHAN & BECKER**
INCORPORATED

ATTORNEYS AT LAW
ONE RIVERWALK PLACE, SUITE 820
700 NORTH ST. MARY'S STREET
SAN ANTONIO TEXAS 78206-3508

(210) 871-7000
FAX (210) 271-1740

September 12, 1995

10010015835011
-09/13/95--01051--014
****122.50 ****122.50

Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Flower Club International, Inc.
Articles of Incorporation

Dear Sir/Madam:

Please find enclosed for filing an original and one copy of the Articles of Incorporation of Flower Club International, Inc. Also enclosed is a check in the amount of \$122.50 for the filing fee. After filing, please return a file-stamped copy to this office.

If you have any questions or need anything further, please contact me.

Yours very truly,

Holly Fuller
Holly Fuller

HF/dkr/t /u/for alax/moward/corp ltr-32
Enclosure

SEP 13 PM 1:27
TALLAHASSEE FLORIDA
SECRETARY OF STATE

9/15/95

TS

ARTICLES OF INCORPORATION
OF
FLOWER CLUB INTERNATIONAL, INC.

SEP 13 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, a natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation is FLOWER CLUB INTERNATIONAL, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under this Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) voting common shares, having a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

Directors shall be elected by plurality vote. Cumulative voting shall not be permitted

ARTICLE SIX

The address of its initial registered office is 8075 20th Street, Vero Beach, Florida 32966, and the name of its initial registered agent at such address is James H. West.

ARTICLE SEVEN

Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James H. West

ARTICLE EIGHT

The street address and mailing address of the corporation's initial principal office is 8075 20th Street, Vero Beach, Florida 32966.

ARTICLE NINE

The number of directors shall be fixed by the bylaws of the corporation. The number of directors constituting the initial board of directors is three (3). The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

James H. West
8075 20th Street
Vero Beach, Florida 32966

Kelly S. McMakin
8075 20th Street
Vero Beach, Florida 32966

David Appell
8075 20th Street
Vero Beach, Florida 32966

ARTICLE TEN

No shareholder or other person shall have any preemptive rights whatsoever.

ARTICLE ELEVEN

A. Limitation on Director Liability. A director is not liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this section does not eliminate or limit the liability of a director for:

- (1) a breach of a director's duty of loyalty to the corporation or its shareholders;
- (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;
- (4) an act or omission for which the liability of a director is expressly provided for by statute.

B. Contracts with the Interested Directors and Others. No contract or other transaction between the corporation and any other corporation and no other act of the corporation with relation to any other corporation shall, in the absence of fraud, in any way be invalidated or otherwise affected by the fact that any one or more of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation.

(1) Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

(2) Any director of the corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he individually or as a member of such firm or association is such a party or so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be

present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken.

(3) In any case described in this article, any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction and may vote thereat to authorize any such contract.

ARTICLE TWELVE

Any action which may be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if a written consent or consents, setting forth the action so taken, is signed by the holders of shares having not less than the minimum number of votes necessary to take such action at a meeting in which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE THIRTEEN

The name and address of the Incorporator is:

Holly Fuller
One Riverwalk Place, Suite 620
700 North St. Mary's Street
San Antonio, Texas 78205

DATED this 11th day of September, 1995.



Holly Fuller

CAUTHORN HALE HORNBERGER
FULLER SHEEHAN & BECKER
INCORPORATED

ATTORNEYS AT LAW
ONE RIVERWALK PLACE, SUITE 820
700 NORTH ST. MARY'S STREET
SAN ANTONIO TEXAS 78205-3508

(210) 271-7000
FAX (210) 271-7400

P95000071437

November 15, 2005

Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Flower Club International, Inc.
Charter No. P95000071437
Articles of Merger

3000001627223
-11/03/05--01018--002
****122.50 ****122.50

Dear Sir/Madam:

Enclosed for filing in your office is an original (and one copy) of the Articles of Merger for Flower Club International, Inc. A check in the amount of \$122.50 (\$35.00 + \$35.00 + \$52.50) filing fee is also enclosed.

Upon filing, please return a certified copy to this office in the prepared Federal Express envelope provided.

If you have any questions or need anything further, please contact me.

Yours very truly,

Holly Fuller
Holly Fuller

HF/dkr/T /vflora/ta/flowerclubcorp ltr-32
Enclosure

RECEIVED
TALLAHASSEE, FLORIDA
NOV 17 2005
PM 2:12

ARTICLES OF MERGER
Merger Sheet

MERGING:

The FLOWER CLUB, INC., A Texas Corporation not qualified in the State of Florida.

INTO

FLOWER CLUB INTERNATIONAL, INC., a Florida corporation, P95000071437

File date: November 3, 1995, effective November 17, 1995

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act ("TBCA") and Article 607.1101 of the Florida Business Corporation Act ("FBCA"), **THE FLOWER CLUB, INC.**, a Texas corporation ("Merging Corporation") and **FLOWER CLUB INTERNATIONAL, INC.**, a Florida corporation ("Surviving Corporation") adopt the following articles of merger for the purpose of effecting a merger in accordance with the provisions of Article 5.01 of the TBCA and Article 607.1101 of the FBCA.

1. An agreement and plan of merger ("Plan of Merger") adopted in accordance with the provisions of Article 5.04 of the TBCA and Article 607.1101 of the FBCA, providing for the combination of the Merging Corporation and the Surviving Corporation and resulting in the Surviving Corporation being the surviving entity in the merger, is attached hereto as Exhibit "A" and is hereby incorporated herein by reference.

2. The name of each of the undersigned corporations, the type of such corporation and the laws under which such corporation was organized are:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State</u>
The Flower Club, Inc.	for profit	Texas
Flower Club International, Inc.	for profit	Florida

3. As to the Merging Corporation, the approval of whose shareholders is required, the number of outstanding shares of each class of such corporation entitled to vote on the Plan of Merger is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Entitled to Vote as a Class</u>
The Flower Club, Inc.	100	common	100

4. As to the Merging Corporation, the approval of whose shareholders is required, the number of shares that voted for and against the Plan of Merger, is as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>
The Flower Club, Inc.	100	0	common

5. As to the Surviving Corporation, the approval of whose shareholders is required, the number of outstanding shares of each class of such corporation, entitled to vote on the Plan of Merger is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Entitled to Vote as a Class</u>
Flower Club International, Inc.	100	common	100

6. As to the Surviving Corporation, the approval of whose shareholders is required, the number of shares that voted for and against the Plan of Merger, is as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>
Flower Club International, Inc.	100	0	common

7. Copies of each merger resolution adopted by the board of directors and shareholders of the Merging Corporation and of the Surviving Corporation, respectively, approving the merger of the Merging Corporation into the Surviving Corporation are attached and incorporated by reference into these articles of merger as Exhibit "B", Exhibit "C", Exhibit "D" and Exhibit "E".

8. The address of the principal office of the Surviving Corporation in Florida is 8075 20th Street, Vero Beach, Florida 32966.

9. The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation that is a party to the Plan of Merger was incorporated and by its constituent documents.

10. The merger will become effective on November 17, 1995 at 9:00 a.m., eastern standard time.

Dated: _____, 1995.

MERGING CORPORATION:

THE FLOWER CLUB, INC.,
a Texas corporation

By: James H. West
James H. West, President

SURVIVING CORPORATION:

FLOWER CLUB INTERNATIONAL, INC.,
a Florida corporation

By: James H. West
James H. West, President

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER ("Plan of Merger") made and entered into as of the ____ day of _____, 1995, by and between The Flower Club, Inc., a Texas corporation ("Old Flower Club"), and Flower Club International, Inc., a Florida corporation ("New Flower Club"), being sometimes hereinafter together referred to as the "Constituent Corporations."

WHEREAS, Old Flower Club is a corporation duly organized and existing under the laws of the State of Texas, and having authorized capital stock consisting of 100,000 shares of Common Stock, par value \$1.00 per share, of which 100 shares are outstanding;

WHEREAS, New Flower Club is a corporation duly organized and existing under the laws of the State of Florida, and having an authorized capital stock consisting of 100,000 shares of Common Stock, par value \$1.00 per share, of which 100 shares are outstanding;

WHEREAS, New Flower Club and Old Flower Club are both wholly-owned subsidiaries of Florafax International, Inc., a Delaware corporation;

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable for the general welfare and to the benefit of such corporations and their respective shareholders that Old Flower Club merge with and into New Flower Club pursuant to Article 5.01 et seq. of the Texas Business Corporation Act (the "TBCA") and Section 607.1101 et seq. of the Florida Business Corporation Act (the "FBCA");

WHEREAS, the respective Boards of Directors of the Constituent Corporations have, by resolutions duly adopted, approved this Plan of Merger and directed that it be executed by the undersigned officers and that it be submitted to their respective shareholders for approval; and

WHEREAS, it is the intention of the Constituent Corporations that the Merger (as hereinafter defined) shall be a tax-free reorganization pursuant to the provisions of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereby agree, in accordance with the applicable provisions of the laws of the States of Texas and Florida, that the Constituent Corporations shall be merged into a single corporation, to-wit: New Flower Club, one of the Constituent Corporations, which shall be the corporation surviving the merger (said corporation hereafter being sometimes called the "Surviving Corporation"), and the terms and conditions of the merger hereby agreed upon (hereafter called the "Merger") which the parties covenant to observe, keep and perform, and the mode of carrying the same into effect are and shall be as hereafter set forth:

**ARTICLE I
EFFECTIVE TIME OF THE MERGER**

This Plan of Merger shall be submitted to the shareholders of Old Flower Club and New Flower Club as provided by the TBCA and the FBCA. If this Plan of Merger is duly authorized and adopted by the requisite votes of such shareholders and is not terminated and abandoned pursuant

to the provisions of Article VII hereof, Articles of Merger shall be filed with the Secretary of State of Texas and Articles of Merger shall be filed with the Secretary of State of Florida. The Merger shall be effective on November 17, 1995, at 9:00 a.m., Eastern Standard Time (the "Effective Time of the Merger"). At the Effective Time of the Merger, the separate existence of Old Flower Club and New Flower Club shall cease and Old Flower Club shall be merged into the Surviving Corporation.

ARTICLE II
CERTIFICATE OF INCORPORATION; BYLAWS;
DIRECTORS AND OFFICERS

The Certificate of Incorporation of New Flower Club attached hereto as Exhibit "A" shall continue unchanged after the Merger until changed or amended as provided by law.

The Bylaws of New Flower Club shall continue unchanged after the Merger until changed or amended as provided by law.

The directors of the Surviving Corporation at the Effective Time of the Merger shall be the following persons who shall serve for the term of office set forth below and until their respective successors are duly elected and qualified:

<u>Name</u>	<u>Address</u>	<u>Term Expires at Annual Meeting of Shareholders in</u>
James H. West	8075 20th Street Vero Beach, Florida 32966	1996
Kelly S. McMakin	8075 20th Street Vero Beach, Florida 32966	1996
David Appell	8075 20th Street Vero Beach, Florida 32966	1996

Subject to the authority of the Board of Directors as provided by law and the Bylaws of the Surviving Corporation, the officers of the Surviving Corporation at the Effective Time of the Merger shall be the following persons:

<u>Name</u>	<u>Office</u>	<u>Address</u>
James H. West	President	8075 20th Street Vero Beach, Florida 32966
Kelly S. McMakin	Vice President, Secretary & Treasurer	8075 20th Street Vero Beach, Florida 32966

All of such officers shall hold office as provided in the Bylaws of the Surviving Corporation.

ARTICLE III CONVERSION OF SHARES IN THE MERGER

The mode of carrying into effect the Merger provided for herein, and the manner and basis of converting the shares of the Constituent Corporations, are as follows:

1. Each share of Common Stock, par value \$1.00 per share, of New Flower Club ("New Flower Club's Common Stock") which shall be issued and outstanding as of the Effective Time of the Merger shall be canceled and retired, all rights in respect thereof shall cease to exist and no shares of New Flower Club's Common Stock or other securities of the Surviving Corporation shall be issuable with respect thereto.

2. Each share of the common stock, par value \$1.00 per share, of Old Flower Club ("Old Flower Club's Common Stock") which shall be issued and outstanding at the Effective Time of the Merger shall be converted into and become one (1) share of New Flower Club's Stock.

3. After the Effective Time of the Merger, each outstanding certificate or certificates which prior thereto represented shares of Old Flower Club's Common Stock shall thenceforth represent the same number of shares of New Flower Club's Common Stock. Upon surrender of any such certificate or certificates to the Surviving Corporation at the office of its transfer agent, the transferee or other holder of the certificate or certificates surrendered shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the Surviving Corporation into which the shares of Old Flower Club's Common Stock so surrendered shall have been converted as aforesaid. At the Effective Time of the Merger, each outstanding option or right to purchase or otherwise acquire shares of Old Flower Club's Common Stock shall at the Effective Time of the Merger, be converted into and become an option or right to purchase or otherwise acquire an equal number of shares of New Flower Club's Common Stock on the same terms and conditions, and, in connection therewith, an equal number of shares of New Flower Club's Common Stock shall be reserved for issuance by New Flower Club as were reserved by Old Flower Club prior to the Merger.

ARTICLE IV EFFECT OF THE MERGER

At the Effective Time of the Merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all the rights, privileges, immunities, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of said Constituent Corporations on whatever account, for stock subscriptions, as well as for all other choses in action inuring or belonging to each of said corporations shall be taken and deemed to be vested in the Surviving Corporation without further act or deed; the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of each of said Constituent Corporations and any claim existing or action or proceeding pending by or against any of said Constituent Corporations may be

prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place. Neither the rights of creditors nor any liens or security interests upon the property of either of the Constituent Corporations shall be impaired by the Merger.

All corporate acts, plans, policies, resolutions, approvals and authorizations of the shareholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents of Old Flower Club which were valid and effective immediately prior to the Merger shall be taken for all purposes as the acts, plans, policies, resolutions, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Old Flower Club. The employees of Old Flower Club shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees of Old Flower Club.

ARTICLE V ACCOUNTING MATTERS

The assets and liabilities of the Constituent Corporations, as of the Effective Time of the Merger, shall be taken upon the books of the Surviving Corporation at the amounts at which they shall be carried at that time on the books of the respective Constituent Corporations. The amount of the capital surplus and earned surplus accounts of the Surviving Corporation after the Merger shall be determined by the Board of Directors of the Surviving Corporation in accordance with the laws of the State of Florida and with generally accepted accounting principles.

ARTICLE VI APPROVAL OF SHAREHOLDERS

This Plan of Merger shall be submitted as promptly as practicable to the shareholders of Old Flower Club and to the shareholders of New Flower Club as provided by the TBCA and the FBCA. After adoption and approval of the Merger by the shareholders of Old Flower Club and the shareholders of New Flower Club and, provided this Plan of Merger is not terminated and abandoned pursuant to the provisions hereof, Articles of Merger shall be filed in accordance with the provisions of the TBCA and Articles of Merger shall be filed in accordance with the provisions of the FBCA.

ARTICLE VII ABANDONMENT

This Plan of Merger may be abandoned at any time before or after approval thereof by the shareholders of Old Flower Club or New Flower Club, notwithstanding favorable action on the Merger by the shareholders of either or both of such corporations, but not later than the Effective Time of the Merger, by the Board of Directors of Old Flower Club evidenced by appropriate resolutions. In the event of the termination and abandonment of this Plan of Merger and the Merger pursuant to this Article VII, this Plan of Merger shall become void and have no effect, without any liability on the part of either of the Constituent corporations or their shareholders or directors or officers in respect thereof.

ARTICLE VIII
AMENDMENT

Old Flower Club and New Flower Club by mutual consent of their respective Boards of Directors, may amend this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval thereof by the shareholders of Old Flower Club or New Flower Club or both; provided, however, that after such approval by the shareholders of Old Flower Club or New Flower Club, no such amendment shall be made which shall affect the rights of the shareholders of Old Flower Club or New Flower Club in a manner which, in the judgment of the Boards of Directors of Old Flower Club or New Flower Club, respectively, is materially adverse to such shareholders, without the further approval of such shareholders.

ARTICLE IX
FURTHER ASSURANCES

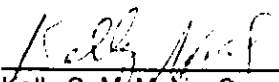
If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm, of record or otherwise, in the Surviving Corporation, the title to any property or rights of Old Flower Club or New Flower Club acquired or to be acquired by or as a result of the Merger, the proper officers and directors of Old Flower Club and New Flower Club and the Surviving Corporation, respectively, shall be and they hereby are severally and fully authorized to execute and deliver such proper deeds, assignments and assurances in law, and take such other action as may be necessary or proper in the name of Old Flower Club, New Flower Club or the Surviving Corporation to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Plan of Merger

ARTICLE X
COUNTERPARTS

This Plan of Merger may be executed in multiple counterparts, each of which when so executed shall be deemed to be an original, and such counterparts taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Old Flower Club and New Flower Club, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have each caused this Plan of Merger to be executed by its duly authorized officers, all as of the day and year first above written.

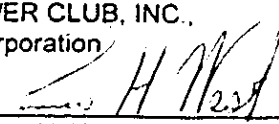
ATTEST:



Kelly S. McMakin, Secretary

THE FLOWER CLUB, INC.,
a Texas corporation

By:



James H. West, President

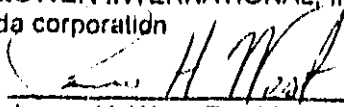
ATTEST:



Kelly S. McMakin, Secretary

THE FLOWER INTERNATIONAL, INC.,
a Florida corporation

By:



James H. West, President

EXHIBIT "B"

UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS
OF THE FLOWER CLUB, INC

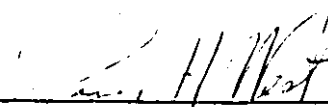
The undersigned, being all of the members of the Board of Directors of THE FLOWER CLUB, INC., a Texas corporation (the "Corporation"), do hereby waive notice and do hereby consent, pursuant to 9.10B of the Texas Business Corporation Act, that the following resolutions be deemed to be adopted to the same extent and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon the proposals to enact such resolutions, which are as follows:

RESOLVED, that the terms and conditions of that certain Agreement and Plan of Merger associated with the merger of the Corporation into Flower Club International, Inc., a Florida corporation ("Surviving Corporation"), including, without limitation, the manner of converting the shares of the Corporation into the shares of the Surviving Corporation, are hereby approved; and

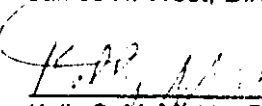
FURTHER RESOLVED, that Articles of Merger attached to the resolutions as Exhibit "A" are hereby accepted and approved in all respects; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such other instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable, or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.

EXECUTED TO BE EFFECTIVE on the ____ day of ____, 1995.



James H. West, Director



Kelly S. McMakin, Director



David Appell, Director

EXHIBIT "C"

ACTION BY WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
THE FLOWER CLUB, INC

The undersigned, being the sole owner of record of all of the outstanding shares of THE FLOWER CLUB, INC., a Texas corporation (the "Corporation"), does hereby waive notice and does hereby consent, pursuant to 9.10A of the Texas Business Corporation Act, that the following resolutions be deemed to be adopted to the same extent and effect as if adopted at a formal meeting of the shareholders of the Corporation, duly called and held for the purpose of acting upon the proposals to enact such resolutions, which are as follows:

RESOLVED, that the terms and conditions of that certain Agreement and Plan of Merger associated with the merger of the Corporation into Flower Club International, Inc., a Florida corporation ("Surviving Corporation"), including, without limitation, the manner of converting the shares of the Corporation into the shares of the Surviving Corporation, are hereby approved; and

FURTHER RESOLVED, that Articles of Merger attached to the resolutions as Exhibit "A" are hereby accepted and approved in all respects; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such other instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable, or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.

EXECUTED TO BE EFFECTIVE on the ____ day of _____, 1995.

SOLE SHAREHOLDER.

FLORAFAX INTERNATIONAL, INC.,
a Delaware corporation

By: 

James H. West, President

EXHIBIT "C"

UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS OF
FLORAFAX INTERNATIONAL, INC.

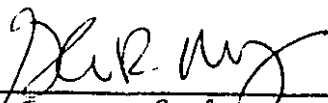
The undersigned, being all of the members of the Board of Directors of FLORAFAX INTERNATIONAL, INC., a Delaware corporation (the "Corporation"), do hereby waive notice and do hereby consent, pursuant to the Delaware General Corporation Law, that the following resolutions be deemed to be adopted to the same extent and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon the proposals to enact such resolutions, which are as follows:

RESOLVED, that the terms and conditions of that certain Agreement and Plan of Merger associated with the merger of The Flower Club, Inc., a Texas corporation ("Flower Club") into Flower Club International, Inc. a Florida corporation ("Florida Corporation"), including, without limitation, the manner of converting the shares of Flower Club into the shares of Florida Corporation, are hereby approved; and

FURTHER RESOLVED, that Articles of Merger attached to the resolutions as Exhibit "A" are hereby accepted and approved in all respects; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such other instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable, or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.

EXECUTED TO BE EFFECTIVE on the ____ day of _____, 1995.



GLENN R. MASSEY, Director

_____, Director

_____, Director

EXHIBIT "C"

UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS OF
FLORAFAX INTERNATIONAL, INC.

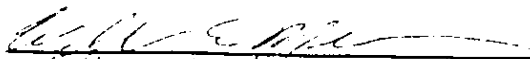
The undersigned, being all of the members of the Board of Directors of FLORAFAX INTERNATIONAL, INC., a Delaware corporation (the "Corporation"), do hereby waive notice and do hereby consent, pursuant to the Delaware General Corporation Law, that the following resolutions be deemed to be adopted to the same extent and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon the proposals to enact such resolutions, which are as follows:

RESOLVED, that the terms and conditions of that certain Agreement and Plan of Merger associated with the merger of The Flower Club, Inc., a Texas corporation ("Flower Club") into Flower Club International, Inc. a Florida corporation ("Florida Corporation"), including, without limitation, the manner of converting the shares of Flower Club into the shares of Florida Corporation, are hereby approved; and

FURTHER RESOLVED, that Articles of Merger attached to the resolutions as Exhibit "A" are hereby accepted and approved in all respects; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such other instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable, or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.

EXECUTED TO BE EFFECTIVE on the ____ day of _____, 1995



William E. Menden, Director

_____, Director

_____, Director

EXHIBIT "C"

UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS OF
FLORAFAX INTERNATIONAL, INC.

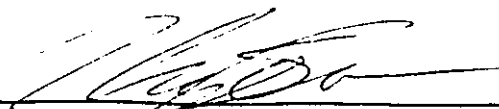
The undersigned, being all of the members of the Board of Directors of FLORAFAX INTERNATIONAL, INC., a Delaware corporation (the "Corporation"), do hereby waive notice and do hereby consent, pursuant to the Delaware General Corporation Law, that the following resolutions be deemed to be adopted to the same extent and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon the proposals to enact such resolutions, which are as follows:

RESOLVED, that the terms and conditions of that certain Agreement and Plan of Merger associated with the merger of The Flower Club, Inc., a Texas corporation ("Flower Club") into Flower Club International, Inc. a Florida corporation ("Florida Corporation"), including, without limitation, the manner of converting the shares of Flower Club into the shares of Florida Corporation, are hereby approved; and

FURTHER RESOLVED, that Articles of Merger attached to the resolutions as Exhibit "A" are hereby accepted and approved in all respects; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such other instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable, or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.

EXECUTED TO BE EFFECTIVE on the ____ day of _____, 1995.



CRAIG BENSON, Director

_____, Director

_____, Director

EXHIBIT "C"

UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS OF
FLORAFAX INTERNATIONAL, INC.

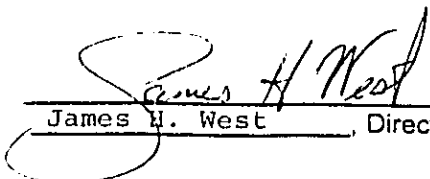
The undersigned, being all of the members of the Board of Directors of FLORAFAX INTERNATIONAL, INC., a Delaware corporation (the "Corporation"), do hereby waive notice and do hereby consent, pursuant to the Delaware General Corporation Law, that the following resolutions be deemed to be adopted to the same extent and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon the proposals to enact such resolutions, which are as follows:

RESOLVED, that the terms and conditions of that certain Agreement and Plan of Merger associated with the merger of The Flower Club, Inc., a Texas corporation ("Flower Club") into Flower Club International, Inc. a Florida corporation ("Florida Corporation"), including, without limitation, the manner of converting the shares of Flower Club into the shares of Florida Corporation, are hereby approved; and

FURTHER RESOLVED, that Articles of Merger attached to the resolutions as Exhibit "A" are hereby accepted and approved in all respects; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such other instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable, or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.

EXECUTED TO BE EFFECTIVE on the ____ day of _____, 1995.



James H. West, Director

_____, Director

_____, Director

EXHIBIT "C"

UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS OF
FLORAFAX INTERNATIONAL, INC.

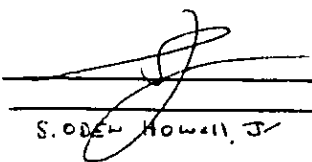
The undersigned, being all of the members of the Board of Directors of FLORAFAX INTERNATIONAL, INC., a Delaware corporation (the "Corporation"), do hereby waive notice and do hereby consent, pursuant to the Delaware General Corporation Law, that the following resolutions be deemed to be adopted to the same extent and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon the proposals to enact such resolutions, which are as follows:

RESOLVED, that the terms and conditions of that certain Agreement and Plan of Merger associated with the merger of The Flower Club, Inc., a Texas corporation ("Flower Club") into Flower Club International, Inc. a Florida corporation ("Florida Corporation"), including, without limitation, the manner of converting the shares of Flower Club into the shares of Florida Corporation, are hereby approved; and

FURTHER RESOLVED, that Articles of Merger attached to the resolutions as Exhibit "A" are hereby accepted and approved in all respects; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such other instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable, or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.

EXECUTED TO BE EFFECTIVE on the ____ day of _____, 1995.


_____, Director
S. Oden Howell, Jr.

_____, Director

_____, Director

EXHIBIT "C"

UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS OF
FLORAFAX INTERNATIONAL, INC.

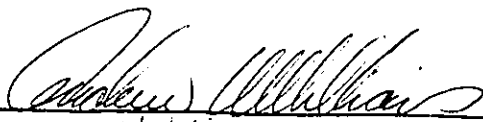
The undersigned, being all of the members of the Board of Directors of FLORAFAX INTERNATIONAL, INC., a Delaware corporation (the "Corporation"), do hereby waive notice and do hereby consent, pursuant to the Delaware General Corporation Law, that the following resolutions be deemed to be adopted to the same extent and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon the proposals to enact such resolutions, which are as follows:

RESOLVED, that the terms and conditions of that certain Agreement and Plan of Merger associated with the merger of The Flower Club, Inc., a Texas corporation ("Flower Club") into Flower Club International, Inc. a Florida corporation ("Florida Corporation"), including, without limitation, the manner of converting the shares of Flower Club into the shares of Florida Corporation, are hereby approved; and

FURTHER RESOLVED, that Articles of Merger attached to the resolutions as Exhibit "A" are hereby accepted and approved in all respects; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such other instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable, or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.

EXECUTED TO BE EFFECTIVE on the ____ day of _____, 1995.



ANDREW W. WILLIAMS, Director

_____, Director

_____, Director

EXHIBIT "C"

UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS OF
FLORAFAX INTERNATIONAL, INC.


The undersigned, being all of the members of the Board of Directors of FLORAFAX INTERNATIONAL, INC., a Delaware corporation (the "Corporation"), do hereby waive notice and do hereby consent, pursuant to the Delaware General Corporation Law, that the following resolutions be deemed to be adopted to the same extent and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon the proposals to enact such resolutions, which are as follows:

RESOLVED, that the terms and conditions of that certain Agreement and Plan of Merger associated with the merger of The Flower Club, Inc., a Texas corporation ("Flower Club") into Flower Club International, Inc. a Florida corporation ("Florida Corporation"), including, without limitation, the manner of converting the shares of Flower Club into the shares of Florida Corporation, are hereby approved; and

FURTHER RESOLVED, that Articles of Merger attached to the resolutions as Exhibit "A" are hereby accepted and approved in all respects; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such other instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable, or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.

EXECUTED TO BE EFFECTIVE on the 14 day of September, 1995.



Kenneth Puttick Director

_____, Director

_____, Director

EXHIBIT "D"

UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF
MEETING OF THE BOARD OF DIRECTORS
OF FLOWER CLUB INTERNATIONAL, INC.

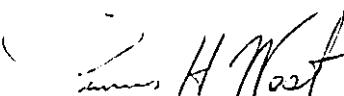
The undersigned, being all of the members of the Board of Directors of FLOWER CLUB INTERNATIONAL, INC., a Florida corporation (the "Corporation"), do hereby waive notice and do hereby consent, pursuant to the Florida Business Corporation Act, that the following resolutions be deemed to be adopted to the same extent and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon the proposals to enact such resolutions, which are as follows:

RESOLVED, that the terms and conditions of that certain Agreement and Plan of Merger associated with the merger of The Flower Club, Inc., a Texas corporation ("Merging Corporation") into the Corporation, including, without limitation, the manner of converting the shares of the Merging Corporation into the shares of the Corporation, are hereby approved; and

FURTHER RESOLVED, that Articles of Merger attached to the resolutions as Exhibit "A" are hereby accepted and approved in all respects; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such other instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable, or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.


EXECUTED TO BE EFFECTIVE on the ____ day of ____, 1995.



James H. West, Director



Kelly S. McMakin, Director



David Appell, Director

EXHIBIT "E"

ACTION BY WRITTEN CONSENT
OF THE SOLE SHAREHOLDER OF
FLOWER CLUB INTERNATIONAL, INC.

The undersigned, being the sole owner of record of all of the outstanding shares of FLOWER CLUB INTERNATIONAL, INC., a Florida corporation (the "Corporation"), does hereby waive notice and does hereby consent, pursuant to the Florida Business Corporation Act, that the following resolutions be deemed to be adopted to the same extent and effect as if adopted at a formal meeting of the shareholders of the Corporation, duly called and held for the purpose of acting upon the proposals to enact such resolutions, which are as follows:

RESOLVED, that the terms and conditions of that certain Agreement and Plan of Merger associated with the merger of The Flower Club, Inc., a Texas corporation ("Merging Corporation") into the Corporation, including, without limitation, the manner of converting the shares of the Merging Corporation into the shares of the Corporation, are hereby approved; and

FURTHER RESOLVED, that Articles of Merger attached to the resolutions as Exhibit "A" are hereby accepted and approved in all respects; and

FURTHER RESOLVED, that the officers of the Corporation are hereby authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such other instruments in the name and on behalf of the Corporation as in their judgment shall be necessary, desirable, or advisable in order to carry out the intent of and to accomplish the purposes of the foregoing resolutions.

EXECUTED TO BE EFFECTIVE on the ____ day of ____, 1995.

SOLE SHAREHOLDER:

FLORAFAX INTERNATIONAL, INC.,
a Delaware corporation

By: 

James H. West, President