

P96000079547

Olde City Service Corp.
Two Logan Sq., Ste. 1900
Philadelphia, PA 19103
(215) 656-4300
(215) 656-4359 fax

FILED

00 SEP 20 AM 8:35

STATE
TALLAHASSEE, FLORIDA

August 9, 2000

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

600003378146--3
-08/30/00--01081--006
*****70.00 *****70.00

RE: Articles of Merger

To Whom It May Concern:

Enclosed please find Articles of Merger for the entities listed below. We understand the fee for each merger is \$75 (\$35 for each merging and surviving corporation). In addition, each check also includes \$16.75 to pay for certified copies.

The Florida corporations being merged and amounts enclosed are:

Florida Corp.	EIN	Filing Fee
Aster Group Corp.	650299884	86.15
Diamond Hill Corp.	650292035	86.15
Gardenia Group Corp.	650299881	86.15
Peony Group Corp.	650299876	86.15
Sanders Group, Inc.	650292032	86.15
		430.75

Please call me at (215) 656-4316 if you have any questions about the enclosed documents.

Please acknowledge receipt of these forms by date stamping the additional copy of this letter. Also enclosed is a postage-paid envelope for your convenience.

Thank you for your assistance.

Sincerely,

Paul Kirk

Paul Kirk
Operations Manager

*Merger
9-21-00
PMS*

ARTICLES OF MERGER
Merger Sheet

MERGING:

PEONY GROUP CORP., a Florida corporation, P96000079547

INTO

ROSE, INC., a Delaware corporation not qualified in Florida.

File date: September 20, 2000

Corporate Specialist: Doug Spitler

FILED
00 SEP 20 AM 8:35
TALLAHASSEE, FLORIDA

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 is:

Name

Jurisdiction

Rose, Inc.

Delaware

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

Name

Jurisdiction

Peony Group Corp.

Florida

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 _____ (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
6/30/00 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
6/30/00 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Peony Group Corp.

Rose, Inc.

Paul Kirk, Vice President &
Treasurer

Paul Kirk, Vice President &
Treasurer

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 is:

Name

Jurisdiction

Rose, Inc.

Delaware

The name and jurisdiction of each subsidiary corporation is

Name

Jurisdiction

Peony Group Corp.

Florida

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 is as follows:

See Attached.

(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.

Other provisions relating to the merger are as follows:

See Attached.

EXHIBIT A: PLAN OF MERGER

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of June 30, 2000, is among Rose, Inc., a Delaware corporation ("Rose"), Pochard, Inc., an Illinois corporation ("Pochard"), Holway, Inc., a Massachusetts corporation ("Holway"), Acorn Group Corp., a North Carolina corporation ("Acorn"), Anchor Oak, Inc., a Rhode Island corporation ("Anchor Oak"), and Peony Group Corp., a Florida corporation ("Peony"), (the foregoing are hereinafter sometimes referred to as the "Constituent Corporations").

BACKGROUND

The sole director and sole shareholder of each of the Constituent Corporations has determined that a merger of Pochard, Holway, Acorn, Anchor Oak, and Peony with and into Rose (hereinafter sometimes referred to as the "Merger") has a valid business purpose, is advisable, and is in the best interests of each of the Constituent Corporations, and by resolutions duly adopted, have approved this Plan of Merger in the manner and upon the terms and conditions hereinafter set forth and pursuant to the applicable provisions of the laws of the State of Illinois, the State of Massachusetts, the State of North Carolina, the State of Rhode Island, the State of Florida and the State of Delaware.

NOW THEREFORE,

In consideration of the foregoing premises and the material promises, agreements and covenants contained herein, and for the purpose of effecting the Merger upon the terms and conditions set forth herein, each of the Constituent Corporations, intending to be legally bound, agree as follows:

1. Merger.

Upon compliance with the applicable provisions of the State of Illinois, the State of Massachusetts, the State of North Carolina, the State of Rhode Island and the State of Delaware, on the Effective Date (as defined herein), Pochard, Holway, Acorn, Anchor Oak, and Peony shall be merged with and into Rose, which latter corporation shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and shall continue to exist and to be governed by the laws of the State of Delaware. The separate existence of Pochard, Holway, Acorn, Anchor Oak, and Peony shall thereupon cease.

2. Certificate of Incorporation of the Surviving Corporation.

The Certificate of Incorporation of Rose in effect as of and on the Effective Date, shall remain the Certificate of Incorporation of the Surviving Corporation, until amended as provided by applicable law.

3. By-Laws of the Surviving Corporation.

The By-Laws of Rose, in effect as of and on Effective Date, shall remain the By-Laws of the Surviving Corporation until amended as provided by applicable law.

4. Directors and Officers of the Surviving Corporation.

The directors and officers of Rose, in office on and as of the Effective Date, shall remain the officers and directors of the Surviving Corporation and shall retain their respective positions until the end of the respective terms for which they were elected, subject to removal, resignation, or such other change as may otherwise occur. If on the Effective Date a vacancy shall exist in any directorship or office of the Surviving Corporation, such a vacancy shall thereafter be filled in the manner provided by the Bylaws of the Surviving Corporation and applicable law.

5. Effective Date.

The Effective Date of the Merger in each jurisdiction shall be the date of filing the appropriate certificate of merger or articles of merger required to be filed in the jurisdiction of incorporation of each of the Constituent Corporations.

6. Cancellation of Securities.

On the Effective Date, all shares of Common Stock of Pochard, Holway, Acorn, Anchor Oak, and Peony shall be canceled, extinguished or retired and no new shares of stock or other securities of any of the Constituent Corporations shall be issued in exchange therefor. The certificates representing such shares shall be marked "canceled in merger". The shareholder in each of the constituent corporations is the same individual and holds the same proportion

7. State Filings.

The proper officers of the Constituent Corporations shall make and execute, under the corporate seals of the respective corporations, whatever certificates and documents are required by the State of Illinois, the State of Massachusetts, the State of North Carolina, the State of Rhode Island and the State of Delaware to effect the Merger and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the State of Illinois, or the State of Massachusetts, or the State of North Carolina, or the State of Rhode Island or the State of Florida or the State of Delaware, which may be necessary and proper to effect the Merger.

8. Termination or Modification of Merger.

(a) This Plan of Merger may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations at any time prior to the Effective Date

notwithstanding approval of the Plan of Merger by the sole shareholder of each Constituent Corporation. In the event of such termination and abandonment, this Plan of Merger shall be void and have no effect, without any liability on part of either of the Constituent Corporations, their shareholders, directors or officers.

(b) Upon the authorization of the Boards of Directors of any of the Constituent Corporations, at any time prior to the Effective Date, notwithstanding approval of the Plan of Merger by the sole shareholder of each Constituent Corporation, this Plan of Merger may be modified and amended in any manner which may be necessary or appropriate to conform it to the requirements of the laws of the State of Illinois, the State of Massachusetts, the State of North Carolina, the State of Rhode Island, the State of Florida and the State of Delaware.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be signed by a duly authorized officer on the date first written above.

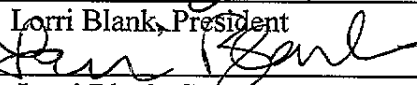
Rose, Inc.

By:



Lorri Blank, President

Attest:



Lorri Blank, Secretary

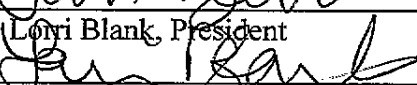
Pochard, Inc.

By:



Lorri Blank, President

Attest:



Lorri Blank, Secretary

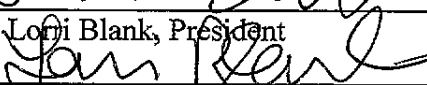
Holway, Inc.

By:



Lorri Blank, President


Attest:



Lorri Blank, Secretary

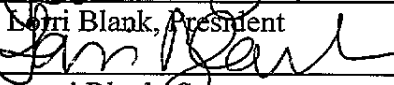
Acorn Group Corp.

By:



Lorri Blank, President

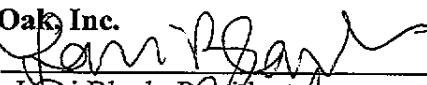
Attest:



Lorri Blank, Secretary

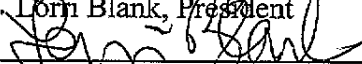
Anchor Oak, Inc.

By:



Lorri Blank, President

Attest:



Lorri Blank, Secretary

Peony Corp.

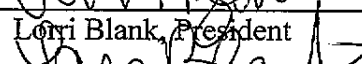
Group

By:



Lorri Blank, President

Attest:



Lorri Blank, Secretary