

Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**The Garden Wholesale, Inc.**

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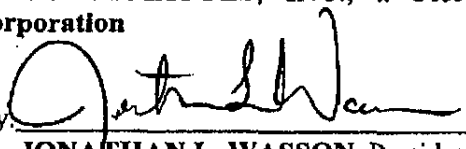
**ARTICLES OF MERGER  
OF  
JON'S TOMATOES, INC., A FLORIDA CORPORATION,  
WITH AND INTO  
THE GARDEN WHOLESALE, INC., A FLORIDA CORPORATION**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, JON'S TOMATOES, INC., a Florida corporation, and THE GARDEN WHOLESALE, INC., a Florida corporation, hereby submit the following Articles of Merger:

1. The name and jurisdiction of the surviving corporation is THE GARDEN WHOLESALE, INC., a Florida corporation, Document Number P97000027647.
2. The name and jurisdiction of the merging corporation is JON'S TOMATOES, INC., a Florida corporation, Document Number P98000000981.
3. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit A.
4. In accordance with the Plan of Merger, the effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the shareholders of each party to the merger on September 15, 2006, in accordance with Section 607.1103, Florida Statutes.

**IN WITNESS WHEREOF**, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers effective September 15, 2006.

**JON'S TOMATOES, INC., a Florida corporation**

By:   
JONATHAN L. WASSON, President

**THE GARDEN WHOLESALE, INC., a Florida corporation**

By:   
MATTHEW WASSON, President

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### PLAN OF MERGER

This PLAN OF MERGER is made effective this 15th day of September, 2006 by and between JON'S TOMATOES, INC., a Florida corporation (hereinafter sometimes referred to as the "Merging Corporation"), and THE GARDEN WHOLESALE, INC., a Florida corporation (hereinafter sometimes referred to as the "Surviving Corporation").

### STIPULATIONS

A. JON'S TOMATOES, INC. is a corporation duly organized and existing under the laws of the State of Florida, with its principal office at 3160 w. Beaver Street, Jacksonville, Florida 32254, and has 100 shares of its common stock issued and outstanding.

B. THE GARDEN WHOLESALE, INC. is a corporation duly organized and existing under the laws of the State of Florida, with its principal office at 272 Redfish Creek Drive, St. Augustine, Florida 32095, and has 100 shares of its common stock issued and outstanding.

C. The Board of Directors and Shareholders of JON'S TOMATOES, INC. and THE GARDEN WHOLESALE, INC. deem it desirable and in the best business interests of the corporations that JON'S TOMATOES, INC. be merged with and into THE GARDEN WHOLESALE, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the merging corporation, JON'S TOMATOES, INC., and the surviving corporation, THE GARDEN WHOLESALE, INC., hereby agree as follows:

1. **Merger.** The Merging Corporation shall merge with and into the Surviving Corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and/or mixed, of the Merging Corporation, without the necessity for any separate transfers. On and after the effective date, the Surviving Corporation shall be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting shares of stock of the Merging Corporation into shares of stock of the Surviving Corporation is as follows:

(a) On the effective date of the merger, each outstanding share of the Merging Corporation's common stock shall be exchanged for one (1) share of the surviving corporation's common stock.

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(b) Each issued and outstanding share of the Surviving Corporation's common stock shall remain issued and outstanding following the effective date of the merger, and the merger shall have no effect on any shares of the Surviving Corporation's common stock that are issued and outstanding.

4. **Changes in Articles of Incorporation.** Restated articles of incorporation of the Surviving Corporation are attached here to and shall be its articles of incorporation following the effective date of the merger.

5. **Changes in Bylaws.** The Bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

6. **Directors and Officers.** The directors and officers of the Surviving Corporation shall continue to be the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

7. **Prohibited Transactions.** Neither the Merging Corporation nor the Surviving Corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the business entities may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval of the shareholders of the Merging Corporation and the shareholders of the Surviving Corporation in the manner provided by the applicable laws of the State of Florida.

9. **Effective Date of Merger.** The effective date of this merger shall be the date the Articles of Merger are filed with the Florida Department of State.

10. **Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of the Merging Corporation or by action of the Board of Directors of the Surviving Corporation, at any time prior to the effective date of the merger.

11. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers effective the 15th day of September, 2006.

JON'S TOMATOES, INC., a Florida corporation

By:   
JONATHAN L. WASSON, President

"Merging Corporation"

THE GARDEN WHOLESALE, INC., a Florida corporation

By:   
MATTHEW WASSON, President

"Surviving Corporation"

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**RESTATEMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
THE GARDEN WHOLESALE, INC.**

In accordance with the provisions of Florida Statutes §607.1007, the undersigned, for the purpose of restating the Articles of Incorporation of **THE GARDEN WHOLESALE, INC.**, a corporation formed and existing under the laws of the State of Florida, hereby adopts this Restatement of Articles of Incorporation:

**Article I  
Name**

The name of this corporation is **THE GARDEN WHOLESALE, INC.** The document number of this corporation is P97000027647.

**Article II  
Principal Office and Mailing Address**

The principal office and mailing address of this corporation is 444 Orchis Road, St. Augustine, Florida 32086.

**Article III  
Capital Stock**

**Section 3.1. Capital Stock.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$0.10 per share.

**Section 3.2. Restriction on Transfer of Stock.** The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Section 3.3. Approval of Shareholders Required for Merger.** The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote with respect to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

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**Article IV**  
**Registered Agent and Address**

The registered agent and registered office of this corporation are:

Matthew Wasson  
444 Orchis Road  
St. Augustine, Florida 32086

**Article V**  
**Purposes**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VI**  
**Directors and Officers**

**Section 6.1. Number.** The number of directors may be increased or diminished from time to time, but shall never be less than one.

**Section 6.2. Directors and Officers.** The names and street addresses of the directors and officers of the corporation, and the offices held by each, are:

Matthew Wasson  
444 Orchis Road  
St. Augustine, FL 32086

Director, President and  
Treasurer

Jonathan L. Wasson  
272 Redfish Creek Drive  
St. Augustine, FL 32095

Director, Vice President and  
Secretary

**Section 6.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

**Section 6.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

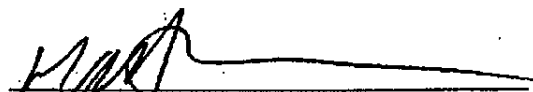
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**Article VII**  
**Amendment**

This corporation reserves the right to amend or repeal any provision contained in this Restatement of Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this Restatement of Articles of Incorporation the 15th day of September, 2006.

  
Matthew Wasson, President

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 15th day of September, 2006.

  
Matthew Wasson, Registered Agent