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LANDIS, GRAHAM, FRENCH, HUSFELD, SHERMAN & FORD, P.A.

ATTORNEYS AT LAW

ESTABLISHED 1902

ERSKINE W. LANDIS (1900-1967)
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JANET M. STRICKLAND ***
STEVEN N. GOSNEY
BASYLE J. (BOZ) TCHIVIDJIAN

* BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER
** CERTIFIED CIVIL MEDIATOR
*** ALSO ADMITTED IN COLORADO

DELAND

145 EAST RICH AVE.

P.O. Box 48

DELAND, FLORIDA 32721-0048

(386) 734-3451

FACSIMILE (386) 736-1350

www.landispa.com

e-mail address: firm@landispa.com

DAYTONA

543 SOUTH RIDGEWOOD AVE.

DAYTONA BEACH, FLORIDA 32114

(386) 252-4717

FACSIMILE (386) 253-7352

DELTONA

SUITE 204, MEDICAL ARTS CENTER

1555 SAXON BOULEVARD

DELTONA, FLORIDA 32725-5822

(386) 574-1461

FACSIMILE (386) 574-0242

FRANK A. FORD, SR.
OF COUNSEL

PLEASE REPLY TO: DAYTONA BEACH OFFICE

August 10, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-08/22/01--01095--002
****131.25 *****70.00

Re: Amended UBR & Articles of Merger

Dear Division of Corporations:

Enclosed please find an original and one copy of an Amended UBR for the Florida corporation, Everbloom, Inc., and an original and one copy of Articles of Merger, with a Plan of Merger attached thereto, for two corporations. Everharvest, Inc., and Everbloom, Inc., Florida corporations, are merging, with Everbloom, Inc., as the surviving corporation. Please return the filed-stamped copies to my office in the enclosed self-addressed, postage prepaid, envelope. I am also enclosing a check in the amount of \$131.25, for payment of the following fees:

Amended Uniform Business Report	\$61.25
Articles of Merger	\$70.00
(2 corporations)	
	<hr/>
	\$131.25

Please file the Amended UBR first, and then file the Articles of Merger. Thank you for your assistance with this matter.

Yours truly,

Janet M. Strickland
Janet M. Strickland

encs

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 AUG 14 PM 3:41

merger
HT

8-23-01

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EVERHARVEST, INC., a Florida corporation (Document #P98000026806

INTO

EVERBLOOM, INC., a Florida entity, P97000037502.

File date: August 14, 2001

Corporate Specialist: Louise Flemming-Jackson

ARTICLES OF MERGER

FILED
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DIVISION OF CORPORATIONS
2001 AUG 14 PM 3:40

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:
Everbloom, Inc., a Florida corporation

SECOND: The name and jurisdiction of the merging corporation is:
Everharvest, Inc., a Florida corporation

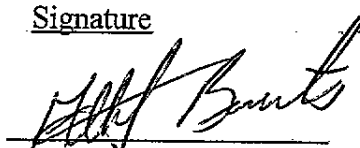
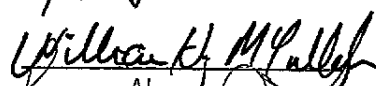
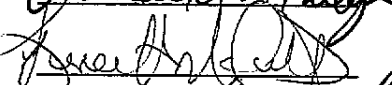
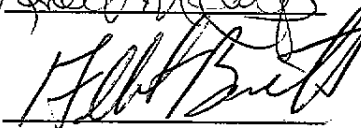
THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of merger by the surviving corporation: The Plan of Merger was adopted by the board of directors of the surviving corporation on June 22, 2001, and shareholder approval was not necessary.

SIXTH: Adoption of merger by the merging corporation: The Plan of Merger was adopted by the sole shareholder and the sole director of the merging corporation on June 22, 2001.

SEVENTH: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Everbloom, Inc.		Albert Bennett, Director
		William H. McCullough, Director
		Renee H. McCullough, Director
Everharvest, Inc.		Albert Bennett, Director

Dated: June 22, 2001

Plan of Merger

This Plan of Merger, dated June 22, 2001, between **Everbloom, Inc.**, hereafter referred to as the "surviving corporation," and **Everharvest, Inc.**, hereinafter referred to as the "absorbed corporation."

WHEREAS, Everbloom, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 560 Volusia Avenue, Pierson, FL 32180, and

WHEREAS, Everbloom, Inc., has 100 authorized shares of common stock, with a par value of \$1.00, of which zero (0) are issued and outstanding, as this corporation was recently reinstated from administrative dissolution with the State of Florida. The authorized number of shares will remain the same after the merger; and

WHEREAS, Everharvest, Inc., is a corporation organized and existing under the laws of the State of Florida with its principal office at 560 S. Volusia Avenue, Pierson, FL 32180; and

WHEREAS, Everharvest, Inc., has 100 authorized shares of common stock, with a par value of \$1.00, of which 70 shares are issued and outstanding; and

WHEREAS, The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Everharvest, Inc., be merged into Everbloom, Inc., pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** Everharvest, Inc., shall merge with and into Everbloom, Inc., which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation,

without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares, [rights, obligations, and other securities] of the surviving corporation is as follows:

(a) Each share of the \$1.00 common stock of Everharvest, Inc., issued and outstanding on the effective date of the merger shall be converted into one share of the 1.00 common stock of Everbloom, Inc., which shares of common stock of the surviving corporation shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in Everharvest, Inc., the absorbed corporation, shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving corporation shall continue to 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 on the effective date of the merger shall continue as 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.

7. Approval by Shareholders. This plan of merger shall be submitted for the approval

of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on such date and time as to which the boards of directors of the constituent corporations may agree.

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

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

Executed on behalf of the parties by an officer of each corporation, pursuant to the authorization of their respective boards of directors on the date first above written.

Everbloom, Inc.

By 6/22/01
Albert Bennett, Vice President
Date: Albert Bennett

Everharvest, Inc.

By Albert Bennett
Albert Bennett, Vice President
Date: 6/22/01