

P97000104957

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August 31, 2000

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*****78.75 *****78.75

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Sir/Madam:

Enclosed please find Articles of Merger of Foliage Link, Inc. ("Disappearing Corporation") into The Jungle Nursery, Inc. ("Surviving Corporation"), together with our check for \$78.75 representing the two filing fees of \$35. each plus the cost for a certified copy.

Please file these articles.

If you have any questions please phone this office immediately.

Very truly yours,

Johanna Alcantara

Johanna Alcantara

Secretary to Marvin I. Wiener

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 29 PM 12:51

/ja
Enclosures

Merger

V. SHEPARD OCT 2 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

FOLIAGE LINK, INC., a Florida corporation, L63122

INTO

THE JUNGLE NURSERY, INC., a Florida entity, P97000104957

File date: September 29, 2000

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 19, 2000

MARVIN I. WIENER, P.A.
2121 PONCE DE LEON BLVD., STE. 900
CORAL GABLES, FL 33134-5285

SUBJECT: THE JUNGLE NURSERY, INC.
Ref. Number: P97000104957

RECEIVED
00 SEP 29 PM 12:05
DIVISION OF CORPORATIONS

We have received your document for THE JUNGLE NURSERY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the exhibit(s) referred to in your document.

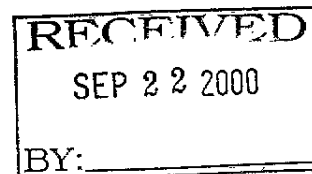
The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

✓ Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 060A00049477



ARTICLES OF MERGER OF
THE JUNGLE NURSERY, INC. ("SURVIVING CORPORATION") INTO
FOLIAGE LINK, INC. ("DISAPPEARING CORPORATION")

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
00 SEP 29 PM 12:51

Pursuant to the provisions of Chapter 607, Florida Statutes, both of the undersigned corporations adopt the following Articles of Merger:

1. Both of the undersigned are corporations organized and existing under the laws of the State of Florida.
2. The Jungle Nursery, Inc. shall be the surviving corporation, and Foliage Link, Inc. shall be the disappearing corporation.
3. Pursuant to the provisions of Section 607.1105 and other applicable provisions of the Florida Business Corporation Act, the disappearing corporation shall merge into the surviving corporation. This merger shall become effective as of January 1, 2000 (the "merger date").
4. The plan of merger, a certified copy of which is attached hereto as Exhibit "A", was approved and adopted unanimously by the shareholders and boards of directors of both corporations by written consents on this date.

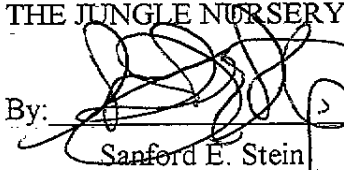
In witness whereof, the duly authorized officers of both corporations have executed these Articles of Merger on the 29 day of August, 2000.

Witnesses:

(as to all signatures)

THE JUNGLE NURSERY, INC.

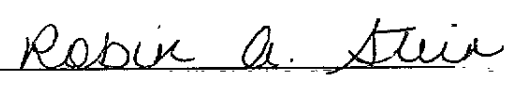
By:


Sanford E. Stein

Attest: Robin A. Stein, Secretary

FOLIAGE LINK, INC.

By:


Robin A. Stein

Attest: Sanford E. Stein, Secretary

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29 day of August, 2000, by SANFORD E. STEIN of THE JUNGLE, INC., a Florida corporation, on behalf of the corporation. Who is personally known to me or has produced FL. Drivers License (type of identification) as identification.

Johanna Alcantara

Notary Public

(Print Name) Johanna Alcantara

State of Florida



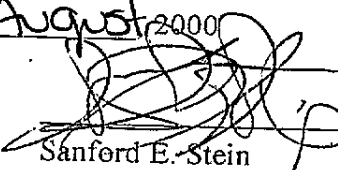
Johanna Alcantara
MY COMMISSION # CC820365 EXPIRES
March 23, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Plan of Merger

This plan of merger entered into on this date is between The Jungle Nursery, Inc. ("Jungle" or the "Surviving Corporation") and The Foliage Link, Inc. ("Foliage" or the "Merged Corporation"). The parties agree and acknowledge as follows:

- a) Jungle has authorized capital of one hundred (100) shares of common stock having a par value of one hundred dollars (\$100.) per share. Of these, five (5) shares have been issued to Sanford E. Stein and Robin A. Stein as joint tenants with right of survivorship.
 - b) Foliage has authorized capital of one (1) class of common stock being one hundred dollars (100) shares having a par value of one hundred (\$100.) per share and are issued, two (2) to Robin A. Stein and two (2) to Sanford E. Stein.
 - c) Thus, Sanford E. Stein and Robin A. Stein, individually, or jointly as tenants with right of survivorship constitute all of the shareholders of both Jungle and Foliage.
 - d) All of Foliage's issued shares of stock shall be redeemed by Jungle in exchange for all of Foliage's assets. Upon completion of this exchange, Foliage shall cease to exist and Jungle, as the Surviving Corporation shall own all of the assets of both corporations involved in this plan of merger. Jungle shall resume all of the liabilities and obligations of Foliage.
 - e) This is a merger of two corporations who have the same stockholders. No minority shareholders are involved in this transaction. This merger shall become effective as of January 1, 2000.
 - f) This plan of merger has been unanimously approved and adopted by the shareholders and directors of both Jungle and Foliage.
5. **Articles of Merger.** The officers of both corporations are authorized to sign and cause to be filed with the Secretary of State the Articles of Merger attached to these minutes as Exhibit "A".

Signed by the parties on 29, August 2000


Sanford E. Stein

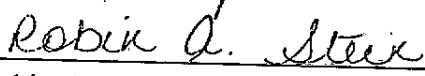

Robin A. Stein

EXHIBIT A