

Document Number Only
P97000105215

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

800002403918--4
-01/20/98--01002--014
*****52.50 *****52.50

800002403918--4
-01/20/98--01002--013
*****70.00 *****70.00

merger
Everflora Miami, Inc.
into:
EFM Acquisition Corp.

- ☐ Profit ☐ Amendment ☒ Merger
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
☐ Limited Liability Co. ☐ Other
☐ Foreign ☐ Annual Report ☐ Change of R.A.
☐ Limited Partnership ☐ Reservation ☐ Fictitious Name Filing
☐ Reinstatement ☐ CUS
☒ Certified Copy ☐ Photo Copies
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Document Examiner	<i>DOU</i>
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Verifier	<i>DOU</i>
Acknowledgment	<i>DOU</i>
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CR2E031 (1-89)

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98 JAN 16 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 16 PM 3:43
DIVISION OF CORPORATION

1-16-98
**00789, 00589, 00524, 00672*

P97000105215

ARTICLES OF MERGER
Merger Sheet

MERGING:

EVERFLORA MIAMI, INC., a Florida corporation M41946

INTO

EFM ACQUISITION CORP., a Florida corporation, P97000105215

File date: January 16, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 20, 1998

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: EFM ACQUISITION CORP.
Ref. Number: P97000105215

We have received your document for EFM ACQUISITION CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

Please fill in the blanks in the fourth paragraph.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 498A00002863

Please file w/
days date
1-20-98
RECEIVED
98 JAN 20 PM 3:13
DIVISION OF CORPORATION

98 JAN 16 PM 12:57
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES AND PLAN OF MERGER
OF
EVERFLORA MIAMI, INC.
INTO
EFM ACQUISITION CORP.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles and Plan of Merger for the purpose of merging Everflora Miami, Inc. into EFM Acquisition Corp. (the "Merger"):

(a) The Plan of Merger is as follows:

1. The name of each corporation to be merged is Everflora Miami, Inc., a Florida corporation ("Everflora"), and EFM Acquisition Corp., a Florida corporation ("EFM"). The name of the surviving corporation is EFM Acquisition Corp.

2. At the Effective Time, each issued and outstanding share of capital stock of EFM shall continue to be issued and outstanding as one share of validly issued, fully paid and non-assessable share of common stock of EFM. The stock certificates of EFM evidencing ownership of any such shares prior to the Effective Time shall continue to evidence ownership of the shares of capital stock of EFM after the Effective Time.

3. At the Effective Time, all shares of capital stock of Everflora that are owned directly or indirectly by Everflora shall be canceled and no consideration shall be delivered in exchange therefor.

4. At the Effective Time, the common stock of Everflora which is issued and outstanding immediately prior to the Effective Time, other than shares to be canceled pursuant to Paragraph 3 above, shall automatically be canceled and extinguished and converted, without any action on the part of each holder thereof, into the right to receive (i) an amount of cash equal to \$800,002 and (ii) 49,331 shares of common stock of U.S.A. Floral Products, Inc. All such shares of Everflora common stock, when so converted, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto, except the right to receive the consideration therefor upon the surrender of such certificate in accordance with this Paragraph.

thereto, except the right to receive the consideration therefor upon the surrender of such certificate in accordance with this Paragraph.

5. At the Effective Time, the Articles of Incorporation and Bylaws of EFM shall be amended and restated in their entirety to be as set forth on Exhibits I and II respectively.

(b) The Effective Time of the Merger shall be January 16, 1998.

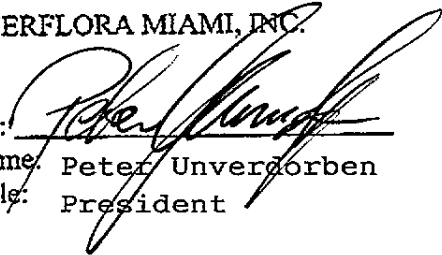
(c) The Plan of Merger was duly adopted by the shareholders of Everflora on January 16, 1998. The Plan of Merger was duly adopted by the sole shareholder of EFM on January 16, 1998.

[Execution Page Following]

PI01/15681.1

Dated: January 16, 1998.

EVERFLORA MIAMI, INC.

By: 
Name: Peter Unverdorben
Title: President

EFM ACQUISITION CORP.

By: _____
Name: Robert J. Poirier
Title: President

PT02/15631.1

Dated: January 16, 1998.

EVERFLORA MIAMI, INC.

By: _____
Name:
Title:

EFM ACQUISITION CORP.

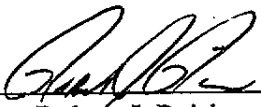
By:  _____
Name: Robert J. Poirier
Title: President

EXHIBIT I

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EVERFLORA MIAMI, INC.**

ARTICLE I

Name

The name of the corporation is:

Everflora Miami, Inc.

ARTICLE II

Principal Office

The street address of the principal office of the corporation shall be:

1025 Thomas Jefferson Street, N.W.
Suite 600 West
Washington, D.C. 20007

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

P101/15681.1

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock. The par value of each such share shall be \$.01 per share.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's registered office is:

1200 South Pine Island Avenue
Plantation, FL 33324

The name of the corporation's registered agent at that office is CT Corporation System.

ARTICLE V

Subscribers

The name and address of each subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
U.S.A. Floral Products, Inc.	1025 Thomas Jefferson Street, N.W. Suite 600 West Washington, D.C. 20007

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall

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have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VI

Board of Directors

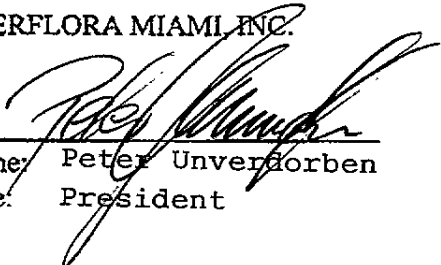
The number of directors constituting the board of directors is one; provided however, the number of directors may be changed from time to time by amendment to the bylaws. The name and address of the individual who is to serve as a member of the board of directors is:

Robert J. Poirier

1025 Thomas Jefferson Street N.W.
Suite 600 West
Washington, D.C. 20007

Dated: January 16, 1998.

EVERFLORA MIAMI, INC.

By: 
Name: Peter Unverdorben
Title: President

EFM ACQUISITION CORP.

By: _____
Name: Robert J. Poirier
Title: President

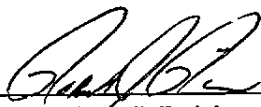
P101/15681.1

Dated: January 16, 1998.

EVERFLORA MIAMI, INC.

By: _____
Name:
Title:

EFM ACQUISITION CORP.

By:  _____
Name: Robert J. Poirier
Title: President

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of EFM Acquisition Corp. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: January 16, 1998

Connie Bryan

CT Corporation System
Registered Agent

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY