

Document Only

P98000002003

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002416653--7
-01/30/98--01001--020
*****70.00 *****70.00

XL Group, Inc.

into:

XLG 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 ☐ Photo Copies ☐ CUS
☐ Certified Copy ☐ Call When Ready ☐ Call if Problem ☐ After 4:30
☒ Walk In ☐ Will Wait ☒ Pick Up
☐ Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

JAN 28 1998

RECEIVED
98 JAN 29 PM 4:16
FILED
98 JAN 29 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Thanks,
Jeff

1/30
John
Merger
w/ Name
Change

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

XL GROUP, INC., a Florida corporation, M33746

INTO

XLG ACQUISITION CORP. which changed its name to

XL GROUP, INC., a Florida corporation, P98000002003.

File date: January 29, 1998

Corporate Specialist: Joy Moon-French

**ARTICLES AND PLAN OF MERGER
OF
XL GROUP, INC.
INTO
XLG ACQUISITION CORP.**

FILED
98 JAN 29 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 XL Group, Inc. into XLG Acquisition Corp. (the "Merger"):

(a) The Plan of Merger is as follows:

1. The name of each corporation to be merged is XL Group, Inc., a Florida corporation ("XL Group"), and XLG Acquisition Corp., a Florida corporation ("XLG"). The name of the surviving corporation is XLG Acquisition Corp.

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

3. At the Effective Time, all of the issued and outstanding shares of common stock of the XL Group ("XL Group Common Stock") immediately prior to the Effective Time, shall automatically be canceled and extinguished and converted, without any action on the part of each holder thereof, into the right to receive \$11,000,000 in cash and 660,938 shares of common stock of U.S.A. Floral Products, Inc. ("USAF Common Stock"). In addition, for each \$1.00 by which XL Group's earnings before interest and taxes for the year ended December 31, 1998 exceeds \$3,050,000, the holder of XL Group Common Stock shall receive \$6.00 in shares of USAF Common Stock valued at the average of the closing price on the NASDAQ National Market per share of USAF Common Stock for each trading day for the thirty calendar day period ending December 31, 1998.

4. At the Effective Time, the Articles of Incorporation of XLG shall be amended and restated in their entirety as set forth on Exhibit I.

(b) The Effective Time of the Merger shall be January 28, 1998.

(c) The Plan of Merger was duly adopted by the sole shareholder of XL Group on January 28, 1998. The Plan of Merger was duly adopted by the sole shareholder of XLG on January 28, 1998.

[Execution Page Following]

Dated: January 28, 1998.

XL GROUP, INC.

By: 

Name: Peter F. Ullrich

Title: President

XLG ACQUISITION CORP.

By: _____

Name: Robert J. Poirier

Title: President

Dated: January 28, 1998.

XL GROUP, INC.

By: _____
Name: Peter F. Ullrich
Title: President

XLG ACQUISITION CORP.

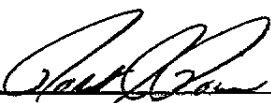
By:  _____
Name: Robert J. Poirier
Title: President

EXHIBIT I

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
XL GROUP, INC.**

ARTICLE I

Name

The name of the corporation is:

XL Group, 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.

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 S. Pine Island Road

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

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

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of XL Group, Inc., 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 28, 1998

Connie Bryan

CT Corporation System
Registered Agent

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY