

Document Number Only

P98000023132

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 25 PM 1:56

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Nojiet Exotic Planters, Inc
to:

700002572417--3
-06/25/98--01054--029
*****70.00 *****70.00

PolyAgri International, Inc.

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- NonProfit
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- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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Thanks, Melanie

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DIVISION OF CORPORATION

Merger
6-26-98
CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

NODIRT EXOTIC PLANTERS, INC., a Florida corporation, P98000023132

INTO

POLYAGRI INTERNATIONAL, INC., a Delaware corporation not qualified in
Florida.

File date: June 25, 1998

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
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DIVISION OF CORPORATION

June 26, 1998

10: C T CORPORATION SYSTEM
TALLAHASSEE, FL

SUBJECT: NODIRT EXOTIC PLANTERS, INC.
Ref. Number: P98000023132

We have received your document for NODIRT EXOTIC PLANTERS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the person signing the document must be typed or printed beneath or opposite the signature. ✓

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) 487-6903.

10: Cheryl Coulliette
Document Specialist

Letter Number: 898A00035066

*This needs to
be back-dated
to 6-25-98
when it was
received.*

*Thanks,
Melanie*

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of such corporations are organized, are as follows:

Name of corporation	State/country of incorporation
<u>NoDirt Exotic Planters, Inc.</u>	<u>Florida</u>
<u>PolyAgri International, Inc.</u>	<u>Delaware</u>

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 TALLAHASSEE, FLORIDA

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 E.S.

FOURTH: The plan of merger is as follows:

(1) The names of each of the corporation to merge are NoDirt Exotic Planters, Inc., a Florida corporation, and PolyAgri International, Inc. a Delaware corporation and the name of the surviving corporation is PolyAgri International, Inc. which is hereinafter designated as the surviving corporation;

(2) The terms and conditions of the proposed merger are that each share of common stock of NoDirt Exotic Planters, Inc., a Florida corporation, shall, upon consummation of the merger, became one share of common stock of PolyAgri International, Inc.

(3) There are no rights to acquire shares of NoDirt Exotic Planters, Inc.

FIFTH: The plan of merger was adopted by the shareholders of NoDirt Exotic Planters, Inc., on the 28th day of May, 1998, and was adopted by the shareholders of PolyAgri International, Inc. on the 28th day of May, 1998.

Signed this 28th day of May, 1998.

POLYAGRI INTERNATIONAL, INC.

By: _____

President

Graig Van Pelt

NODIRT EXOTIC PLANTERS, INC.

By: _____

President

Graig Van Pelt