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P98000026358

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CORPORATION(S) NAME

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****105.00 ****105.00

Merger

Anvacu, Inc.

+ Talent, Inc.

merging into:

EFTA Acquisition Corp.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TALENT, INC., a Florida corporation V41772

ANVACU, INC., a Florida corporation V41770

INTO

EFTA ACQUISITION CORP., a Florida corporation, P98000026358.

File date: April 3, 1998

Corporate Specialist: Annette Hogan

FILED
98 APR -3 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES AND PLAN OF MERGER
OF
TALENT, INC.
AND
ANVACU, INC.
INTO
EFTA 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 Talent, Inc. and Anvacu, Inc. into EFTA Acquisition Corp. (the "Merger"):

(a) The Plan of Merger is as follows:

1. The name of each corporation to be merged is Talent, Inc., a Florida corporation ("Talent"), Anvacu, Inc., a Florida corporation ("Anvacu") and EFTA Acquisition Corp., a Florida corporation ("EFTA"). The name of the surviving corporation is EFTA Acquisition Corp.

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

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

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

5. At the Effective Time, the common stock of Anvacu 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

\$ 3,083,342³⁴ and (ii) 154,085 shares of common stock of U.S.A. Floral Products, Inc. All such shares Anvacu 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.

6. At the Effective Time, the common stock of Talent 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 \$616,668.46 and (ii) 30,822 shares of common stock of U.S.A. Floral Products, Inc. All such shares of Talent 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.

7. At the Effective Time, the Articles of Incorporation of EFTA shall remain as the Articles of Incorporation of the surviving corporation.

(b) The Effective Time of the Merger shall be 4-3, 1998.

(c) The Plan of Merger was duly adopted by the shareholders of Talent on 3-31, 1998. The Plan of Merger was duly adopted by the shareholders of Anvacu on 3-31, 1998. The Plan of Merger was duly adopted by the sole shareholder of EFTA on 4-3, 1998.

[Execution Page Following]

Dated: APRIL 3, 1998.

TALENT, INC.

By: [Signature]
Name: Mauricio Jaramillo V.
Title: President

EFTA ACQUISITION CORP.

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

ANVACU, INC.

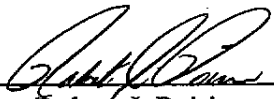
By: [Signature]
Name: Mauricio Jaramillo V.
Title: Vice President

Dated: APRIL 3, 1998.

TALENT, INC.

By: _____
Name:
Title:

EFTA ACQUISITION CORP.

By: 
Name: Robert J. Poirier
Title: President

ANVACU, INC.

By: _____
Name:
Title: