

# P98000055994

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**CORPORATION(S) NAME**

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*Sandlake Farms, Inc.*

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| <input type="checkbox"/> NonProfit                 |   |  |
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| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report              | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Name Registration          | <input type="checkbox"/> Change of R.A.            |
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*merger of*  
*7/2/98*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SANDLAKE FARMS, INC., a FL corp., P92000013223

SABAL SALES INTERNATIONAL, INC., a FL corp., V10712

CONTINENTAL ARTISTRY, INC., a FL corp., P94000059669

INTO

SFSC ACQUISITION CORP. which changed its name to

**SANDLAKE FARMS, INC.**, a Florida corporation, P98000055994

File date: July 1, 1998

Corporate Specialist: Susan Payne

FILED  
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DIVISION OF CORPORATIONS

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**ARTICLES AND PLAN OF MERGER  
OF  
SANDLAKE FARMS, INC.  
SABAL SALES INTERNATIONAL, INC., and  
CONTINENTAL ARTISTRY, INC.  
INTO  
SFSC 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 Sandlake Farms, Inc., Sabal Sales International, Inc. and Continental Artistry, Inc. into SFSC Acquisition Corp. (the "Merger"):

(a) The Plan of Merger is as follows:

1. The name of each corporation to be merged is Sandlake Farms, Inc., a Florida corporation, Sabal Sales International, Inc., a Florida corporation, and Continental Artistry, Inc., a Florida corporation, (each a "Company" and together, the "Companies"), and SFSC Acquisition Corp., a Florida corporation ("SFSC"). The name of the surviving corporation is SFSC Acquisition Corp. which shall be changed to "Sandlake Farms, Inc."

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

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

4. At the Effective Time, the common stock of the Companies 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 \$1,125,000, less long-term debt, and (ii) seventy-two thousand three hundred fifteen (72,315) shares of common stock of U.S.A. Floral Products, Inc., a Delaware corporation ("USAFloral"). All such shares of the Companies'

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.

In addition, for each \$1.00 by which the Company's and the Surviving Corporation's earnings before interest and taxes ("EBIT") exceeds \$490,000, USAFloral shall pay the holders of the Company's stock \$6.00 in shares of USAFloral common stock valued at the average of the closing price on the NASDAQ National Market per share of USAFloral common stock for each trading day during the thirty calendar day period ending December 31, 1998, payment of which shall not exceed \$800,000.

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

- (b) The Effective Time of the Merger shall be July 1, 1998.
- (c) The Plan of Merger was duly adopted by the shareholders of the Companies on July 1, 1998. The Plan of Merger was duly adopted by the sole shareholder of SFSC on July 1, 1998.

[Execution Page Following]

Dated: July 1, 1998.

SANDLAKE FARMS, INC..

By: Richard Franklin  
Name: Richard Franklin  
Title: President

SFSC ACQUISITION CORP.

By: \_\_\_\_\_  
Name: Robert J. Poirier  
Title: President, Chairman of the Board

SABAL SALES INTERNATIONAL, INC.

By: Richard Franklin  
Name: Richard Franklin  
Title: President

CONTINENTAL ARTISTRY, INC.

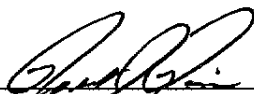
By: Richard Franklin  
Name: Richard Franklin  
Title: President

Dated: July 1, 1998.

SANDLAKE FARMS, INC..

By: \_\_\_\_\_  
Name: Richard Franklin  
Title:

SFSC ACQUISITION CORP.

By:  \_\_\_\_\_  
Name: Robert J. Poirier  
Title: President, Chairman of the Board

SABAL SALES INTERNATIONAL, INC.

By: \_\_\_\_\_  
Name: Richard Franklin  
Title:

CONTINENTAL ARTISTRY, INC.

By: \_\_\_\_\_  
Name: Richard Franklin  
Title:

**EXHIBIT I**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SFSC ACQUISITION CORP.**

**ARTICLE I**

**Name**

The name of the corporation is:

Sandlake Farms, 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 \$0.01 per share.

### ARTICLE IV

#### Registered Office and Agent

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

1200 South Pine Island Road  
Plantation, FL 33324

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

### ARTICLE V

#### 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.  
Washington, DC 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.

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of SFSC 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: July 1, 1998.

Connie Bryan

CT Corporation System  
Registered Agent

**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**