

Document Number Only

P98000056002

C T Corporation System
Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

Southern Rainbow Corporation
merged into:
SRC Acquisition Corp.

- | | | |
|--------------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merge |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater <i>[Signature]</i>
Verifier <i>[Signature]</i>
Acknowledgment
W.P. Verifier

9/21/98

PLEASE RETURN EXTRA COPY(S)
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THANKS
JOEY

100002644661--6
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*****35.00 *****35.00

FILED
98 SEP 29 PM 4:25
RECEIVED
98 SEP 21 AM 12:06
TALLAHASSEE, FL
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 21, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: SRC ACQUISITION CORP.
Ref. Number: P98000056002

We have received your document for SRC ACQUISITION CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete numbers 4 and 5(b) on the document.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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 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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 698A00047687

RECEIVED
98 SEP 29 PM 4:24
DIVISION OF CORPORATION

Walk In
Pick up
9/29/98

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SOUTHERN RAINBOW CORPORATION, a Florida corporation, 414754

INTO

SRC ACQUISITION CORP. which changed its name to

SOUTHERN RAINBOW CORPORATION, a Florida corporation,
P98000056002.

File date: September 29, 1998

Corporate Specialist: Teresa Brown

**ARTICLES AND PLAN OF MERGER
OF
SOUTHERN RAINBOW CORPORATION
INTO
SRC ACQUISITION CORP.**

FILED
98 SEP 29 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the authority contained in 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 Southern Rainbow Corporation into SRC Acquisition Corp. (the "Merger"):

(a) The Plan of Merger is as follows:

1. The name and state of incorporation of each corporation to be merged are:

<u>Name</u>	<u>State of Incorporation</u>
SRC Acquisition Corp. ("SRC")	Florida
Southern Rainbow Corporation ("Southern Rainbow")	Florida

The name of the surviving corporation is SRC Acquisition Corp. ("Surviving Corporation").

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

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

4. At the Effective Time, the common stock of Southern Rainbow 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 the holder thereof, into the right to receive (i) an amount of cash equal to \$871,616.97 and (ii) 105,910 shares of common stock of U.S.A. Floral Products, Inc. All such shares of Southern Rainbow 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.

5. At the Effective Time, the Articles of Incorporation of SRC 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 September 29, 1998.

(c) The Plan of Merger was duly adopted by the sole shareholder of Southern Rainbow Corporation on September 1, 1998. The Plan of Merger was duly adopted by the sole shareholder of SRC on September 1, 1998.

[Execution Page Following]

Dated: September __, 1998

SOUTHERN RAINBOW CORPORATION

By: 

Name: Juan Mario Fernandez

Title: President

SRC ACQUISITION CORP.

By: _____

Name: Robert J. Poirier

Title: President

Dated: September __, 1998

SOUTHERN RAINBOW CORPORATION

By: _____
Name:
Title:

SRC ACQUISITION CORP.

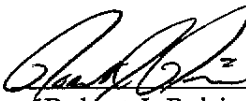
By:  _____
Name: Robert J. Poirier
Title: President

EXHIBIT I

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

ARTICLE I

Name

The name of the corporation is:

Southern Rainbow Corporation

ARTICLE II

Principal Office

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

1025 Thomas Jefferson Street N.W.
Suite 300 East
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 one cent (\$.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 300 East 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 VII

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 300 East
Washington, D.C. 20007