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MERGER OR SHARE EXCHANGE

GSI ACQUISITION, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

JENNIE'S FLOWER SHOP, INC., a Florida corporation, 589168

INTO

GSI ACQUISITION, INC., a Florida corporation, P98000095450

File date: December 7, 1998

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER
OF
GSI ACQUISITION, INC.
AND
JENNIE'S FLOWER SHOP, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), GSI Acquisition, Inc., a Florida corporation, and Jennie's Flower Shop, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are GSI Acquisition, Inc. ("GSI") and Jennie's Flower Shop, Inc. ("Jennie's").
2. Jennie's is hereby merged with and into GSI and the corporate existence of Jennie's shall cease. GSI is the surviving corporation in the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was duly adopted by the Board of Directors and all of the shareholders of Jennie's at special meetings held on November 13, 1998, pursuant to Sections 607.0821 and 607.0704 of the Act.
4. The Plan of Merger was duly adopted by the Board of Directors and the sole shareholder of GSI by written consents in lieu of holding special meetings dated November 30, 1998, pursuant to Sections 607.0821 and 607.0704 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

Prepared by:
L. Frank Cordero, Esq.
One S.E. 3rd Avenue, 28th Floor
Miami, FL 33131
(305) 374 5600
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The parties have caused these Articles of Merger to be executed on December 7 1998.

JENNIE'S FLOWER SHOP, INC.

By: Jennie F. Campisi
Name: Jennie F. Campisi
Title: President

GSI ACQUISITION, INC.

By: Gerald R. Gaddis
Name: Gerald R. Gaddis
Title: President

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into as of November 30, 1998, by JENNIE'S FLOWER SHOP, INC., a Florida corporation ("Jennie's") and GSI ACQUISITION, INC., a Florida corporation ("GSI").

RECITALS

The boards of directors and shareholders of Jennie's and GSI have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that Jennie's be merged (the "Merger") with and into GSI on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Jennie's shall be merged with and into GSI in accordance with the Florida Business Corporation Act (the "FBCA"), and the separate existence of Jennie's shall cease and GSI shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

A. At the Effective Time, the Articles of Incorporation of GSI, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of GSI, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the FBCA and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of GSI shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

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ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of Jennie's, \$1.00 par value per share ("Jennie's Common Stock"), which shall be issued and outstanding (other than shares of Jennie's Common Stock held in treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive (i) 2,625 shares (rounded to the nearest share) of common stock, \$.01 par value per share, of Gerald Stevens, Inc., a Delaware corporation and the parent of GSI ("Parent Common Stock") and (ii) cash in an amount equal to \$19,250. Fractional shares of Parent Common Stock will not be issued; instead shares of Parent Common Stock will be determined and issued to the nearest whole share of Parent Common Stock.

B. At the Effective Time, each share of Jennie's Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of GSI and Jennie's shall vest in the Surviving Corporation, and all liabilities and obligations of GSI and Jennie's shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Agreement, the term, "Effective Time" shall mean the date and time of filing of Articles of Merger with the Department of State of the State of Florida with respect to the Merger.

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IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

JENNIE'S FLOWER SHOP, INC.

By: *Jennie F. Campisi*
Name: Jennie F. Campisi
Title: President

GSI ACQUISITION, INC.

By: *Gerald R. Geddis*
Name: Gerald R. Geddis
Title: President