

AUG 27 02:08PM

FROM-AKERMANTENTERFITT EIDSON PA

954-463-5503

T-285 P.01/05 F-352

Florida Department of State
Division of Corporations
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RECEIVED
99 AUG 27 PM 3:00
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
BUNING ACQUISITION, INC.

FILED
99 AUG 27 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	1
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Merger
KRB 8-30
8/27/99
6

ARTICLES OF MERGER
Merger Sheet

MERGING:

BUNING INTERNATIONAL INC., a Florida corporation, document number
198645

INTO

BUNING ACQUISITION, INC., a Florida entity, P99000074439

File date: August 27, 1999

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

BUNING INTERNATIONAL, INC.
a Florida corporation

with and into

BUNING ACQUISITION, INC.
a Florida corporation

FILED
99 AUG 27 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), Buning International, Inc., a Florida corporation ("Buning"), and Buning Acquisition Inc., a Florida corporation ("Surviving Corporation"), hereby execute and adopt the following Articles of Merger and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Buning International, Inc., a Florida corporation ("Buning"), and Buning Acquisition Inc., a Florida corporation ("Surviving Corporation"). Buning Acquisition Inc., a Florida corporation is the surviving corporation in the Merger.
2. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein.
3. The Plan of Merger was approved by the Directors of each corporation on August 27, 1999 pursuant to Section 607.0821 of the Act. Pursuant to Section 607.1103 of the Act, a majority of each corporation's shareholders has approved the Plan of Merger.
4. The effective date and time of the Merger shall be the date and time of filing of these Articles of Merger with the Department of State of the State of Florida in accordance with Sections 607.1105 and 607.1106 of the Act.


Prepared by:
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Florida Bar No.802069

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IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of August 27, 1999.

BUNING INTERNATIONAL, INC.
a Florida corporation

By: 
Arthur O. Stone, President

BUNING ACQUISITION, INC.
a Florida corporation

By: 
Gerald Geddis, President

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, F.S. .

1. The name of the surviving corporation is BUNING ACQUISITION, INC., a Florida corporation.
2. The name of each merging corporation is (1) Buning International, Inc., a Florida corporation ("Company"), and Buning Acquisition, Inc., a Florida corporation ("Surviving Corporation").
3. The terms and conditions of the merger are as follows:

The Surviving Corporation and Company shall be merged with and into a single corporation, to wit, Buning Acquisition, Inc. which shall be the surviving corporation at the effective time and date of the merger, and which will continue to exist under its present name. The separate existence of the Company shall cease at the effective time and date of the merger.

The articles of incorporation of the Surviving Corporation at the effective time and date of the merger shall be the articles of incorporation of the surviving corporation; and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by Florida law.

The bylaws of the Surviving Corporation at the effective time and date of the merger will be the bylaws of the surviving corporation; and said bylaws will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by Florida law.

The directors and officers of the Surviving Corporation at the effective time and date of the merger shall be the members of the board of directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

4. The manner and basis of converting the shares of the Company shall be as follows:

Each shareholder of the Company who owns a share that is issued and outstanding on the effective date of the merger shall receive a pro rata portion (based on the number of shares of the Company's common stock owned by such shareholder) of \$4,180,500 in cash and 33,676 shares of common stock of Gerald Stevens, Inc. ("Parent"), the sole shareholder of the Surviving Corporation; provided that the Surviving Corporation will retain all of such shares pursuant to the provisions of Section 7.3 of the Merger Agreement among Surviving Corporation, Parent, the Company and certain shareholders of the Company for a period of one year following the closing as security for the performance by the Company and the shareholders of the Company of the covenants and agreements set forth in the Merger Agreement. No fraction of a share of Parent common stock will be issued by virtue of the merger, but in lieu thereof, each holder of shares of Company common stock who would otherwise be entitled to a fraction of a share of Parent common stock shall receive from the Parent an amount of cash equal to the product of that fraction multiplied by \$12.9375.

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Each share of stock of the Surviving Corporation that is issued and outstanding on the effective date of the merger shall remain issued and outstanding following the merger.

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