

P99000074439



ACCOUNT NO. : 072100000032

REFERENCE : 527537 7178144

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 113.75

ORDER DATE : December 23, 1999

ORDER TIME : 11:22 AM

ORDER NO. : 527537-005

500003085375--3

CUSTOMER NO: 7178144

CUSTOMER: Shelley Kaye, Paralegal
Gerald Stevens, Inc.
Suite 300
301 E. Las Olas Blvd.
Fort Lauderdale, FL 33301

ARTICLES OF MERGER

BUNING THE FLORIST, INC.
COMMERCIAL WHOLESALE CORP.

INTO

BUNING ACQUISITION, INC.

FILED
99 DEC 23 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY ✓

S. PAYNE JAN 3 - 2000

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

merger

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

COMMERCIAL WHOLESALE CORPORATION, a FL corp., S66646

BUNING THE FLORIST INC., a FL corp., 388947

INTO

BUNING ACQUISITION, INC., a Florida entity, P99000074439.

File date: December 23, 1999

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 105.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 28, 1999

CSC
Attn: Janine Lazzarini
Tallahassee, FL

SUBJECT: BUNING ACQUISITION, INC.
Ref. Number: P99000074439

RESUBMIT
Please give original
submitting date

We have received your document for BUNING ACQUISITION, INC. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

When this merger was submitted we received the enclosed cover letter which is unrelated to this filing. There was however, a limited partnership filed under the name of BUZZY BEES LIMITED PARTNERSHIP on 12/23/99. Also, the fee to file this merger is \$105 and not \$140. There are three corporation involved. The certified copy fee would be \$8.75.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 399A00060347

RECEIVED
99 DEC 30 AM 11:28
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

99 DEC 23 PM 3:40

ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section(s) 607.1105, 508.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Commercial Wholesale Corporation c/o Gerald Stevens, Inc. 301 East Las Olas Boulevard, Suite 300 Fort Lauderdale, FL 33301	Florida	Corporation
Florida Document/Registration Number: S66646		FEI Number: 65-0359395
2. Buning The Florist Inc. c/o Gerald Stevens, Inc. 301 East Las Olas Boulevard, Suite 300 Fort Lauderdale, FL 33301	Florida	Corporation
Florida Document/Registration Number: 388947		FEI Number: 59-0787605
3. Buning Acquisition, Inc. c/o Gerald Stevens, Inc. 301 East Las Olas Boulevard, Suite 300 Fort Lauderdale, FL 33301	Florida	Corporation
Florida Document/Registration Number: P99000074439		FEI Number: 65-0944368
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Buning Acquisition, Inc. c/o Gerald Stevens, Inc. 301 East Las Olas Boulevard, Suite 300 Fort Lauderdale, FL 33301	Florida	Corporation

Florida Document/Registration Number: P99000074439 FEI Number: 65-0944368

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State




OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Buning The Florist Inc.</u>	<u></u>	<u>Jeffrey M. Mattson</u>
	_____	_____
	_____	_____
	_____	_____
<u>Commercial Wholesale Corp.</u>	<u></u>	<u>Jeffrey M. Mattson</u>
	_____	_____
	_____	_____
	_____	_____
<u>Buning Acquisition, Inc.</u>	<u></u>	<u>Jeffrey M. Mattson</u>
	_____	_____
	_____	_____
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	_____	_____
_____	_____	_____
	_____	_____
	_____	_____
	_____	_____

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Buning The Florist Inc.	Florida
Commercial Wholesale Corporation	Florida
Buning Acquisition, Inc.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Buning Acquisition, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

Buning The Florist Inc., a Florida corporation shall be merged with and into Buning Acquisition, Inc. The Plan of Merger was adopted by the shareholders of Buning The Florist Inc. and Buning Acquisition, Inc. on December 1, 1999.

Commercial Wholesale, Inc., a Florida corporation shall be merged with and into Buning Acquisition, Inc. The Plan of Merger was adopted by the shareholders of Commercial Wholesale, Inc. and Buning Acquisition, Inc. on December 1, 1999.

When the merger becomes effective, the Articles of Incorporation of Buning Acquisition, Inc. shall continue as the Articles of Incorporation of the surviving party.

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

When the merger takes effect, each issued and outstanding share of Buning The Florist Inc. and Commercial Wholesale, Inc. shall be surrendered and extinguished. The ownership of Buning Acquisition, Inc. shall continue without change.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)