

Division of Corporations

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S33050

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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MERGER OR SHARE EXCHANGE

A.G.A. FLOWERS HOLDINGS, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

A.G.A. FLOWERS, INC., a Florida corporation, document number
S33048

INTO

A.G.A. FLOWERS HOLDINGS, INC., a Florida entity, S33050

File date: August 27, 1999

Corporate Specialist: Karen Gibson

FA#: H99-21584

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

A.G.A. Flowers Holdings, Inc.

Florida

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

A.G.A. Flowers, Inc.

Florida

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TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 24, 1999.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on August 24, 1999 and shareholder approval was not required.

Prepared By:
Jeffrey M. Matheson (Attach additional sheets if necessary)
301 E. Las Olas Blvd.
Suite 300
Ft. Lauderdale, FL 33301
Phone: 954-581-3035 Fax: 954-731-5830
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from 7649969

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

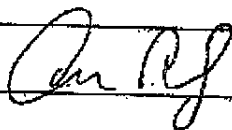
Typed or Printed Name of Individual & Title

A.G.A. Flowers, Inc.



Adam D. Phillips, Sr. V.P.

A.G.A. Flowers
Holdings, Inc.



Adam D. Phillips, Sr. V.P.

FAX # 1177-21584

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

Name

Jurisdiction

A.G.A. Flowers Holdings, Inc.

Florida

The name and jurisdiction of each subsidiary corporation is

Name

Jurisdiction

A.G.A. Flowers, Inc.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Each issued share of A.G.A. Flowers, Inc. when the merger takes effect shall be surrendered and extinguished. The issued shares of A.G.A. Flowers, Inc. shall not be converted or exchanged in any manner, each said share which is issued when the merger takes effect shall continue to represent one issued share of A.G.A. Flowers Holdings, Inc.

(Attach additional sheets if necessary)

FA#: H99-21584

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

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