

Pursuant to my conversation with Katherine, please note this merger must have the filing date of August 31, 1999.

Thanks!

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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((H99000021658 2)))

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From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 761-2910
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MERGER OR SHARE EXCHANGE

A.G.A. Flowers, Inc.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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99 AUG 31 PM 1:02
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TALLAHASSEE, FLORIDA

Merger
8/30/99

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ARTICLES OF MERGER
Merger Sheet

MERGING:

A.G.A. FLOWERS, INC., a Florida corporation, #S33050

INTO

A.G.A. FLOWERS, INC., a Nevada corporation not qualified in Florida

File date: August 31, 1999

Corporate Specialist: Karen Gibson

Sent by: 17N FAX
850 487-8013

08/31/99 13:09 F1 Dept of State from 7649967
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

08/31/99 13:40

August 31, 1999

A.G.A. FLOWERS HOLDINGS, INC.
8416 N. W 17TH STREET
MIAMI, FL 33126

SUBJECT: A.G.A. FLOWERS HOLDINGS, INC.
REF: S33050

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

THE FAX AUDIT NUMBERS ON PAGE 1 OF THE ARTICLES OF MERGER ARE ILLEGIBLE. PLEASE MAKE CLEARER AND RESEND.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000021658
Letter Number: 199A00043403

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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AUG-30-99 03:48PM

from 764996>

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(850)487-6013

08/30/99 14:59 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 30, 1999

A.G.A. FLOWERS HOLDINGS, INC.
8416 N. W 17TH STREET
MIAMI, FL 33126

SUBJECT: A.G.A. FLOWERS HOLDINGS, INC.
REF: S33050

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Darlene Connell
Corporate Specialist

FAX Aud. #: H99000021658
Letter Number: 099A00043266

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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, Inc.

Nevada

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TALLAHASSEE, FLORIDA

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

Name

Jurisdiction

A.G.A. Flowers Holdings, Inc.

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 August 24, 1999

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

Prepared by:

Jeffrey M. Mattson
301 E. Las Olas Blvd., Suite 300
Ft. Lauderdale, FL 33301
Phone: 954-731-5035 Fax: 954-731-5030

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Sep-02-99 10:05am

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FA#: H99-21658

AUG.27 1999 1:19 PM FR GERALD STEVENS 954 713 5030 TO 917344344460

P.02

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

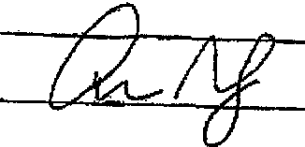
Typed or Printed Name of Individual & Title

A.G.A. Flowers, Inc.



Dennis Norton, V.P.

A.G.A. Flowers
Holdings, Inc.



Adam B. Phillips, Sr. V.P.

FA#: H99-21658

FA#: 499-21658

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

NameJurisdictionA.G.A. Flowers, Inc.Nevada

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

NameJurisdictionA.G.A. Flowers Holdings, Inc.Florida

Third: The terms and conditions of the merger are as follows: A.G.A. Flowers Holdings, Inc., a Florida corporation shall be merged with and into A.G.A. Flowers, Inc. The Plan of Merger was adopted by the directors and shareholders of each constituent corporation on August 24, 1999.

The Articles of Incorporation and By-laws of A.G.A. Flowers, Inc. when the merger becomes effective shall continue as the Articles of Incorporation and By-laws of said surviving corporation.

The directors and officers in office of A.G.A. Flowers, Inc. when the merger becomes effective shall be the members of the board of directors and officers of said surviving corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each issued and outstanding share of A.G.A. Flowers Holdings, 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 issued share when the merger takes effect shall continue to represent one issued share of A.G.A. Flowers, Inc.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

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