

576726



ACCOUNT NO. : 072100000032  
REFERENCE : 075448 4351112  
AUTHORIZATION : Patricia Pizito  
COST LIMIT : \$ 70.00

ORDER DATE : December 22, 1998

ORDER TIME : 3:33 PM

500002721325--0

ORDER NO. : 075448-005

CUSTOMER NO: 4351112

CUSTOMER: Mr. Elliott Kramer  
Goldman Jacobson Kramer  
101 Eisenhower Parkway  
P.o. Box 610  
Roseland, NJ 07068

FILED  
98 DEC 23 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SUNSHINE BOUQUET COMPANY, INC.

INTO

SUNSHINE BOUQUET COMPANY

EFFECTIVE DATE  
12-31-98

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: *Merger*

CERTIFIED COPY  
 PLAIN STAMPED COPY

*12-24-98*

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: *CC*

RECORDED  
98 DEC 23 PM 3:58  
THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SUNSHINE BOUQUET COMPANY, INC., a New Jersey corporation not qualified  
in Florida

INTO

**SUNSHINE BOUQUET COMPANY**, a Florida corporation, S76726.

File date: December 23, 1998 , effective December 31, 1998

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER**  
**OF**  
**SUNSHINE BOUQUET COMPANY, INC., a New Jersey Corporation**  
**AND**  
**SUNSHINE BOUQUET COMPANY, a Florida Corporation**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 DEC 23 PM 4:41  
FILED

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To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. The following annexed hereto and made a part hereof is the Plan of Merger for merging **SUNSHINE BOUQUET COMPANY, INC.**, a New Jersey corporation with and into **SUNSHINE BOUQUET COMPANY**, a Florida corporation.

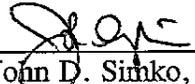
2. The shareholders of **SUNSHINE BOUQUET COMPANY** entitled to vote on the aforesaid Plan of Merger approved and adopted its Plan of Merger by written consent given by them on December 1, 1998, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of **SUNSHINE BOUQUET COMPANY, INC.** with and into **SUNSHINE BOUQUET COMPANY** is permitted by the laws of New Jersey, the jurisdiction of organization of **SUNSHINE BOUQUET COMPANY**, and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of **SUNSHINE BOUQUET COMPANY** was December 1, 1998.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 5 p.m. on December 31, 1998.

Executed on December 1, 1998.

**SUNSHINE BOUQUET COMPANY, INC.**

  
By: John D. Simko, President

**SIGNATURES CONTINUED ON NEXT PAGE**

**EFFEKTIVE DATE**  
**12-31-98**



By: Kathleen B. Simko  
Secretary/Treasurer

**SUNSHINE BOUQUET COMPANY**



By: John D. Simko, President



By: Kathleen B. Simko  
Secretary/Treasurer

## PLAN OF MERGER

1. **NATURE OF PLAN:** This is a Plan of Merger by and among **SUNSHINE BOUQUET COMPANY** ("Surviving Corporation"), organized and existing under the laws of the State of Florida and **SUNSHINE BOUQUET COMPANY, INC.** ("Terminating Corporation") organized and existing under the laws of the State of New Jersey.

2. **AGREEMENT TO MERGER:** The Terminating Corporation shall be and is hereby merged into **SUNSHINE BOUQUET COMPANY** subject to the terms and conditions of this Plan.

### 3. **TERMS AND CONDITIONS OF MERGER; MODE OF CARRYING IT INTO EFFECT:**

3.1 **Effective Date.** The merger shall become effective as of December 31, 1998.

3.2 **Effect of Merger.** Except as herein otherwise specifically set forth, the identity, existence, purposes, powers, franchise, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of the Terminating Corporation shall be merged into Surviving Corporation and the Surviving Corporation shall be fully vested therewith. The separate corporate existence of the Terminating Corporation, except insofar as the same may be continued by statute, shall cease.

3.3 **Certificate of Incorporation.** The Certificate of Incorporation of **SUNSHINE BOUQUET COMPANY** shall remain and be the Certificate of Incorporation of the Surviving Corporation until the same shall be further amended according to the provisions thereof.

3.4 **By-Laws.** The By-Laws of **SUNSHINE BOUQUET COMPANY** shall remain and be the By-Laws of the Surviving Corporation until the same shall be altered or amended according to the provisions thereof.

3.5 **Transfer of Rights, Etc.** All rights, privileges, powers, franchises and interests of the Terminating Corporation, all of the property, real, personal and mixed, all debts due on whatever account to the Terminating Corporation, all things in action, or belonging to the Terminating Corporation, and all and every other interest shall be taken and deemed to be transferred to and vested and shall vest in the Surviving Corporation, without further act or deed, as effectually as they were vested in the Terminating Corporation; and all claims, demands, property, and every other interest shall be as effectually the property of the Surviving Corporation as they were the Terminating Corporation; the title to any real estate, vested in the Terminating Corporation by deed or otherwise, shall not revert or be in any way impaired by reason of merger; all rights of creditors and all liens upon the property of the Terminating Corporation shall be preserved and

unimpaired, and all debts, liabilities, restrictions and duties of the Terminating Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it.

3.6 Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect or confirm, or record or otherwise, in the Surviving Corporation, the title to any property as a result of the merger provided for by this Plan of Merger, the Surviving Corporation is hereby appointed the due and lawful attorney of the Terminating Corporation in its name to execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger, and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Terminating Corporation to take any and all such action.

4. NAME OF SURVIVING CORPORATION: The name of the Surviving Corporation, **SUNSHINE BOUQUET COMPANY**, shall continue to be used on the effective date of the merger.

5. DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION:

5.1 Directors. The number of the first Board of Directors of the Surviving Corporation shall be two (2). The names and post office addresses of the first Directors, who shall hold office until the annual meeting of shareholders of the Surviving Corporation and until their successors are elected or appointed, according to law and the By-Laws of the Surviving Corporation are as follows:

Name of Directors	Post Office Address
John Simko	3-A Chris Court Dayton, New Jersey 08810
Kathleen Simko	3-A Chris Court Dayton, New Jersey 08810

5.2 Officers. The first officers of the Surviving Corporation, who shall hold office until their successors shall have been elected or appointed according to law and the By-Laws of the Surviving Corporation, and their office or offices, names and post office addresses are as follows:

Name of Officers	Post Office Address
President: John Simko	3-A Chris Court Dayton, New Jersey 08810
Secretary/Treasurer: Kathleen Simko	3-A Chris Court Dayton, New Jersey 08810

**6. MANNER OF CONVERTING STOCK OF TERMINATING CORPORATION INTO STOCK OF THE SURVIVING CORPORATION:**

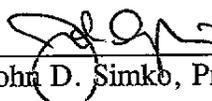
The stock certificates for all outstanding shares of common stock of the Terminating Corporation shall be delivered to the Surviving Corporation and shall be duly canceled. The holders of the shares of the capital stock of the Terminating Corporation shall be entitled to receive no additional shares of capital stock of the Surviving Corporation in exchange for their shares of capital stock of the Terminating Corporation, because they hold capital stock in the Terminating Corporations in the same proportion as they hold capital stock in the Surviving Corporation. All shares of all classes of capital stock of the Surviving Corporation, which were issued and outstanding immediately prior to the Effective Date shall remain unchanged. All shares of all classes of capital stock of the Surviving Corporation issued and outstanding after the Effective Date shall be and remain fully paid and nonassessable and shall be deemed fully issued as the capital stock of the Surviving Corporation without further action on the part of the Surviving Corporation or its shareholders.

IN WITNESS WHEREOF, **SUNSHINE BOUQUET COMPANY, INC.** and **SUNSHINE BOUQUET COMPANY** have caused these presents to be signed by their President and attested to by their Secretary both duly authorized, and the directors of **SUNSHINE BOUQUET COMPANY, INC.** and **SUNSHINE BOUQUET COMPANY** hereunto set their hands and seals this 1st day of December, 1998.

**SUNSHINE BOUQUET COMPANY, INC.**

  
 \_\_\_\_\_  
 By: John D. Simko, President

**SUNSHINE BOUQUET COMPANY**

  
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 By: John D. Simko, President