

S 97285

Olde City Service Corp.  
Two Logan Sq., Ste. 1900  
Philadelphia, PA 19103  
(215) 656-4300  
(215) 656-4359 fax

FILED

00 AUG 30 AM 9:20

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

August 9, 2000

Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

900003378149--4  
-08/30/00--01081--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: Articles of Merger**

To Whom It May Concern:

Enclosed please find Articles of Merger for the entities listed below. We understand the fee for each merger is \$75 (\$35 for each merging and surviving corporation). In addition, each check also includes \$16.75 to pay for certified copies.

The Florida corporations being merged and amounts enclosed are:

Florida Corp.	EIN	Filing Fee
Aster Group Corp.	650299884	86.15
Diamond Hill Corp.	650292035	86.15
Gardenia Group Corp.	650299881	86.15
Peony Group Corp.	650299876	86.15
Sanders Group, Inc.	650292032	86.15
		430.75

Please call me at (215) 656-4316 if you have any questions about the enclosed documents.

Please acknowledge receipt of these forms by date stamping the additional copy of this letter. Also enclosed is a postage-paid envelope for your convenience.

Thank you for your assistance.

Sincerely,

*Paul Kirk*

Paul Kirk  
Operations Manager

*Merger  
8-13-00  
PK*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ASTER GROUP CORP., a Florida corporation, S97285

INTO

**GARDE, INC.**, a Delaware corporation not qualified in Florida.

File date: August 30, 2000

Corporate Specialist: Doug Spitler

PL

**FILED**  
00 AUG 30 AM 9:20  
TALLAHASSEE, FLORIDA

**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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Gardé, Inc.</u>	<u>Delaware</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Aster Group Corp.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

**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 \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
6/30/00 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  
6/30/00 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Aster Group Corp.

Pauline

Paul Kirk, Vice President & Treasurer

Garde, Inc.

Jan 16

Paul Kirk, Vice President & Treasurer

**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

Garde, Inc.

Delaware

The name and jurisdiction of each subsidiary corporation is

Name

Jurisdiction

Aster Group Corp.

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:

See attached

(Attach additional sheets if necessary)

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:

**See attached**

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**EXHIBIT A: PLAN OF MERGER**

## **PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of June 30, 2000, is among Garde, Inc., a Delaware corporation ("Garde"), Aster Group Corp., a Florida corporation ("Aster"), Chimaera, Inc., a Maine corporation ("Chimaera"), Marigold Group, Inc., a New Jersey corporation ("Marigold"), Bean Group Corp., a Pennsylvania corporation ("Bean"), and Chiffchaff, Inc., a Washington corporation ("Chiffchaff"), (the foregoing are hereinafter sometimes referred to as the "Constituent Corporations").

## **BACKGROUND**

The sole director and sole shareholder of each of the Constituent Corporations has determined that a merger of Aster, Chimaera, Marigold, Bean, and Chiffchaff with and into Garde (hereinafter sometimes referred to as the "Merger") has a valid business purpose, is advisable, and is in the best interests of each of the Constituent Corporations, and by resolutions duly adopted, have approved this Plan of Merger in the manner and upon the terms and conditions hereinafter set forth and pursuant to the applicable provisions of the laws of the State of Florida, the State of Maine, the State of New Jersey, the State of Pennsylvania, the State of Washington and the State of Delaware.

NOW THEREFORE,

In consideration of the foregoing premises and the material promises, agreements and covenants contained herein, and for the purpose of effecting the Merger upon the terms and conditions set forth herein, each of the Constituent Corporations, intending to be legally bound, agree as follows:

1. **Merger.**

Upon compliance with the applicable provisions of the State of Florida, the State of Maine, the State of New Jersey, the State of Pennsylvania and the State of Delaware, on the Effective Date (as defined herein), Aster, Chimaera, Marigold, Bean, and Chiffchaff shall be merged with and into Garde, which latter corporation shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and shall continue to exist and to be governed by the laws of the State of Delaware. The separate existence of Aster, Chimaera, Marigold, Bean, and Chiffchaff shall thereupon cease.

2. **Certificate of Incorporation of the Surviving Corporation.**

The Certificate of Incorporation of Garde in effect as of and on the Effective Date, shall remain the Certificate of Incorporation of the Surviving Corporation, until amended as provided by applicable law.



3. By-Laws of the Surviving Corporation.

The By-Laws of Garde, in effect as of and on Effective Date, shall remain the By-Laws of the Surviving Corporation until amended as provided by applicable law.

4. Directors and Officers of the Surviving Corporation.

The directors and officers of Garde, in office on and as of the Effective Date, shall remain the officers and directors of the Surviving Corporation and shall retain their respective positions until the end of the respective terms for which they were elected, subject to removal, resignation, or such other change as may otherwise occur. If on the Effective Date a vacancy shall exist in any directorship or office of the Surviving Corporation, such a vacancy shall thereafter be filled in the manner provided by the Bylaws of the Surviving Corporation and applicable law.

5. Effective Date.

The Effective Date of the Merger in each jurisdiction shall be the date of filing the appropriate certificate of merger or articles of merger required to be filed in the jurisdiction of incorporation of each of the Constituent Corporations.

6. Cancellation of Securities.

On the Effective Date, all shares of Common Stock of Aster, Chimaera, Marigold, Bean, and Chiffchaff shall be canceled, extinguished or retired and no new shares of stock or other securities of any of the Constituent Corporations shall be issued in exchange therefor. The certificates representing such shares shall be marked "canceled in merger". The shareholder in each of the constituent corporations is the same individual and holds the same proportion

7. State Filings.

The proper officers of the Constituent Corporations shall make and execute, under the corporate seals of the respective corporations, whatever certificates and documents are required by the State of Florida, the State of Maine, the State of New Jersey, the State of Pennsylvania and the State of Delaware to effect the Merger and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the State of Florida, or the State of Maine, or the State of New Jersey, or the State of Pennsylvania or the State of Washington or the State of Delaware, which may be necessary and proper to effect the Merger.

8. Termination or Modification of Merger.

(a) This Plan of Merger may be terminated and abandoned by the Board of Directors of any of the Constituent Corporations at any time prior to the Effective Date

notwithstanding approval of the Plan of Merger by the sole shareholder of each Constituent Corporation. In the event of such termination and abandonment, this Plan of Merger shall be void and have no effect, without any liability on part of either of the Constituent Corporations, their shareholders, directors or officers.

(b) Upon the authorization of the Boards of Directors of any of the Constituent Corporations, at any time prior to the Effective Date, notwithstanding approval of the Plan of Merger by the sole shareholder of each Constituent Corporation, this Plan of Merger may be modified and amended in any manner which may be necessary or appropriate to conform it to the requirements of the laws of the State of Florida, the State of Maine, the State of New Jersey, the State of Pennsylvania, the State of Washington and the State of Delaware.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be signed by a duly authorized officer on the date first written above.

**Garde, Inc.**

By: \_\_\_\_\_

Lorri Blank, President

Attest: \_\_\_\_\_

Lorri Blank, Secretary

**Aster Group Corp.**

By: \_\_\_\_\_

Lorri Blank, President

Attest: \_\_\_\_\_

Lorri Blank, Secretary

**Chimaera, Inc.**

By: \_\_\_\_\_

Lorri Blank, President

Attest: \_\_\_\_\_

Lorri Blank, Secretary

**Marigold Group, Inc.**

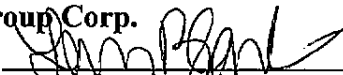
By: \_\_\_\_\_

Lorri Blank, President

Attest: \_\_\_\_\_


Lorri Blank, Secretary

**Bean Group Corp.**

By:   
Lorri Blank, President

Attest:   
Lorri Blank, Secretary

**Chiffchaff, Inc.**

By:   
Lorri Blank, President

Attest:   
Lorri Blank, Secretary