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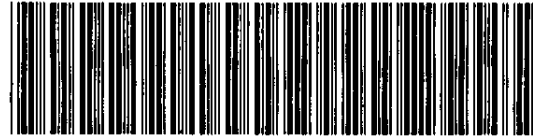
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SECRETARY OF STATE

C. LEWIS
FEB -5- 2014
EXAMINER

HAL SPENCE, P.A.
ATTORNEY AT LAW
221 N. CAUSEWAY, SUITE A
NEW SMYRNA BEACH, FL 32169-5239

TELEPHONE: 386-427-5227

FACSIMILE: 386-423-3909

EMAIL: HSPENCEPA@AOL.COM

January 28, 2014

Florida Department of State
Division of Corporations
Attn: Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Merger of M.R.S.K. Investments, Inc.; Harris Brothers Fern Corp.; Putnam Fern Corp.; and M. K. Harris into Ronald Harris Fern Company, Inc.

Dear Sir:

Enclosed please find the Articles of Merger with Agreement and Plan of Merger attached thereto. I have also enclosed a check in the amount of \$175.00 to cover the merger filing fee. **The effective date for the merger is October 31, 2013.**

Please process this at your earliest opportunity and return all correspondence regarding this matter to my office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Sincerely,



Hal Spence

HS/tm

Enclosures

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SECRETARY OF STATE
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**ARTICLES OF MERGER
OF
M R S K INVESTMENTS, INC., a Florida corporation;
and
PUTNAM FERN CORP., a Florida corporation;
and
HARRIS BROTHERS FERN CORP., a Florida corporation;
and
M. K. HARRIS, INC., a Florida corporation
INTO
RONALD HARRIS FERN COMPANY, INC., a Florida corporation**

P99000001677

P04000045979

P01000006065

V02879

ARTICLES OF MERGER between M R S K INVESTMENTS, INC., a Florida corporation, a Florida corporation; PUTNAM FERN CORP , a Florida corporation; HARRIS BROTHERS FERN CORP, a Florida corporation; M.K. HARRIS, INC., a Florida corporation; and RONALD HARRIS FERN COMPANY, INC. , a Florida corporation.

Under §607.1105 of the Florida Business Corporation Act (the "Act"), M R S K Investments, Inc.; Putnam Fern Corp.; Harris Brothers Fern Corp.; M. K. HARRIS, INC., and RONALD HARRIS FERN COMPANY, INC., adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated October 31, 2013, ("Plan of Merger") between M R S K INVESTMENTS, INC.; PUTNAM FERN CORP.; HARRIS BROTHERS FERN CORP.; M. K. HARRIS, INC., and RONALD HARRIS FERN COMPANY, INC., was approved and adopted by the shareholders of M R S K INVESTMENTS, INC.; PUTNAM FERN CORP.; HARRIS BROTHERS FERN CORP.; M. K. HARRIS, INC., and RONALD HARRIS FERN COMPANY, INC. on October 31, 2013.

2. Under the Plan of Merger, all issued and outstanding shares OF M R S K INVESTMENTS, INC.; PUTNAM FERN CORP.; HARRIS BROTHERS FERN CORP.; AND M. K. HARRIS, INC., will be acquired by means of a merger of M R S K INVESTMENTS, INC.; PUTNAM FERN CORP.; HARRIS BROTHERS FERN CORP.; and M. K. HARRIS, INC., into RONALD HARRIS FERN COMPANY, INC., with RONALD HARRIS FERN COMPANY, INC. the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.

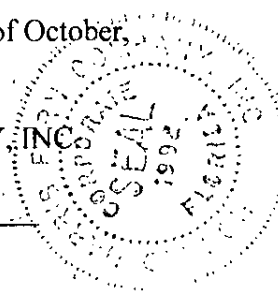
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be 8:00 a.m. on October 31, 2013.

IN WITNESS WHEREOF, the parties have set their hands on this 31 day of October, 2013.

RONALD HARRIS FERN COMPANY, INC.

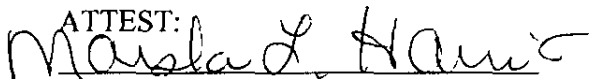
By: 

Ronald S. Harris, President



(CORPORATE SEAL)

ATTEST:

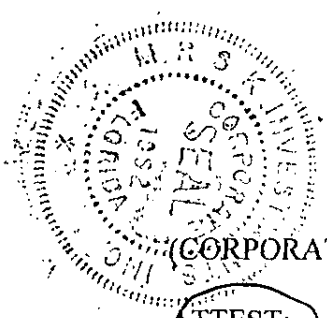


Marsha L. Harris, Secretary

M R S K INVESTMENTS, INC.

By: 

Marsha L. Harris, President



(CORPORATE SEAL)

ATTEST:

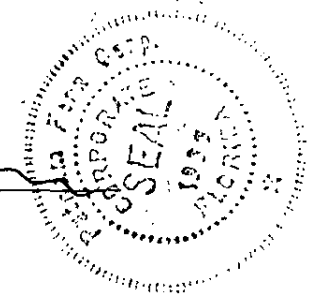


Ronald S. Harris, Secretary

PUTNAM FERN CORP.

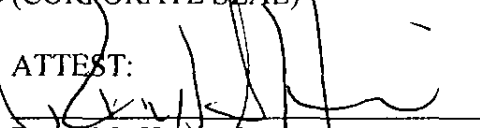
By: 

Ronald S. Harris, President



(CORPORATE SEAL)

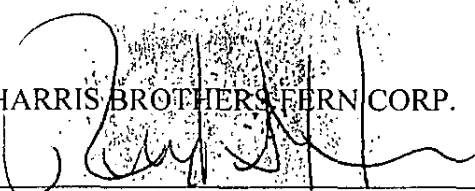
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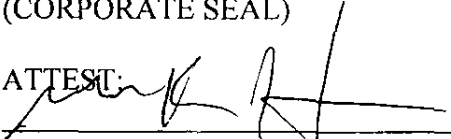
Ronald S. Harris, Secretary

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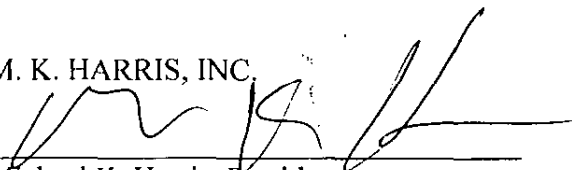
HARRIS BROTHERS FERN CORP.

By: 
Ronald S. Harris, President

(CORPORATE SEAL)

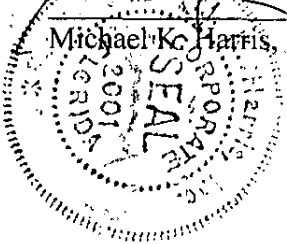
ATTEST: 
Michael K. Harris, Secretary

M. K. HARRIS, INC.

By: 
Michael K. Harris, President

(CORPORATE SEAL)

ATTEST: 
Michael K. Harris, Secretary



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**AGREEMENT AND PLAN OF MERGER OF
M R S K INVESTMENTS, INC.; PUTNAM FERN CORP; HARRIS
BROTHERS FERN CORP; AND M. K. HARRIS, INC. WITH
AND INTO RONALD HARRIS FERN COMPANY, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of October 31, 2013, by and between M R S K INVESTMENTS, INC. ("MRSK"), a corporation organized and existing under the laws of the State of Florida; PUTNAM FERN CORP ("PFC"), a corporation organized and existing under the laws of the State of Florida; HARRIS BROTHERS FERN CORP ("HBFC"), a corporation organized and existing under the laws of the State of Florida; and M. K. HARRIS, INC. ("MKHI"), a corporation organized and existing under the laws of the State of Florida, (said four corporations collectively hereinafter sometimes being referred to as the "Merging Corporations") and RONALD HARRIS FERN COMPANY, INC. ("RHFCI"), a corporation organized and existing under the laws of the State of Florida, (being hereinafter sometimes referred to as the "Surviving Corporation"), said five corporations being hereinafter sometimes referred to collectively as the "Constituent Corporation";

WHEREAS, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that MRSK, PFC, HBFC, and MKHI be merged with and into RHFCI, with RHFCI being the Surviving Corporation, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein:

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 MRSK, PFC, HBFC, and MKHI shall be merged with and into RHFCI in accordance with the laws of the State of Florida. The separate corporate existence of MRSK, PFC, HBFC, and MKHI shall thereby cease, and RHFCI shall be the Surviving Corporation.

1.2 The name which the Surviving Corporation is to have after the merger shall be "RONALD HARRIS FERN COMPANY, INC."

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporations shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporation. All of the rights, privileges, powers, and franchises of the Merging Corporations, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporations and all debts (other than those described in 1.5 below) due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and

franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporations.

1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Florida Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such Corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against any of the corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

1.5 The assumption of the shareholder debt of the Merging Corporations by the Surviving Corporation shall not be considered part of the consideration for the Merging Corporations stock surrendered in this merger and no part of said debt shall be considered satisfied by part of the Surviving Corporation stock received in this merger. The assumption of the Merging Corporations shareholder debt by the Surviving Corporation shall not change any terms of such debt and shall be considered an assumption of the debt. The assumption of the shareholder debt shall not be considered an exchange of debt.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective at 8:00 a.m. on October 31, 2013, pursuant to Sections 607.1101 of the Florida Business Corporation Act. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time."

2.2 Prior to the Effective Time, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

ARTICLE III

CHARTER AND BYLAWS: DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of RHFCI, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with the law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of RHFCI, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with the law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the Directors and officers of RHFCI immediately prior to the Effective Time shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE IV

CONVERSION OF SHARES

4.1 The Surviving Corporation presently has issued an outstanding two hundred (200) shares of \$1.00 par value common stock (RHFCI Common), which shares of Common stock are the only outstanding shares of the Surviving Corporation.

4.2 The Merging Corporations presently have issued and outstanding the following shares of \$1.00 par value Common stock:

- a. MRSK has one hundred (100) shares.
- b. PFC has one hundred (100) shares.
- c. HBFC has one hundred (100) shares.
- d. MKHI has one hundred (100) shares

4.3 At the Effective Time, The Shares shall be converted as follows:

Each Share of the following shall be converted to one (1) share of Ronald Harris Fern Company common stock:

- a. MRSK one (1) share will convert to .0441 shares of Ronald Harris Fern Company, Inc.
- b. Putnam Fern Corp. one (1) share will convert to .2769 shares of Ronald Harris Fern Company, Inc.

- c. Harris Brothers Fern Corp. one (1) share will convert to .7128 shares of Ronald Harris Fern Company, Inc.
- d. M.K. Harris, Inc. one (1) share will convert to .0475 shares of Ronald Harris Fern Company, Inc.

After the above conversion, there will be a total of 318.51 shares issued and outstanding in Ronald Harris Fern Company, Inc., with the Shareholders as follows:

Marsha Glisson Harris Revocable Trust – 202.21 Shares
Ronald Steve Harris – 64.44 Shares
Michael Kevin Harris – 51.86 Shares


ARTICLE V

MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the Board of Directors of any of the Constituent Corporations may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interest of the respective Constituent Corporations. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of any of the Constituent Corporations or its Directors, officers, or shareholders in respect of this Agreement and Plan.

5.2 The Shareholders of MRSK, PFC, HBFC, MKHI, and RHFCI dissenting to the Agreement and Plan shall be entitled, pursuant to Sections 607.1103, 607.1301, 607.1302 and 607.1320 of the Florida Business Corporation Act, to be paid their fair value of their shares upon compliance with such statutory sections.

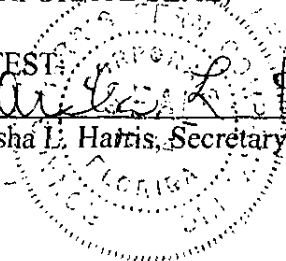
5.3 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

By: 
RONALD HARRIS FERN COMPANY, INC.
Ronald S. Harris, President

(CORPORATE SEAL)

ATTEST

Marsha L. Harris, Secretary



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M R S K INVESTMENTS, INC.

By: Marsha L. Harris
Marsha L. Harris, President

(CORPORATE SEAL)

ATTEST:

Ronald S. Harris
Ronald S. Harris, Secretary

PUTNAM FERN CORP.

By: Ronald S. Harris
Ronald S. Harris, President

(CORPORATE SEAL)

ATTEST:

Ronald S. Harris
Ronald S. Harris, Secretary

HARRIS BROTHERS FERN CORP.

By: Ronald S. Harris
Ronald S. Harris, President

(CORPORATE SEAL)

ATTEST:

Michael K. Harris
Michael K. Harris, Secretary

M. K. HARRIS, INC.

By: Kevin Michael Harris
Kevin Michael Harris, President

(CORPORATE SEAL)

ATTEST:

Kevin Michael Harris
Kevin Michael Harris, Secretary

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