



**V20702**

**File 1/5**

**617**

ACCOUNT NO. : 072100000032

REFERENCE : 479883 5017885

AUTHORIZATION : *Patricia P.*

COST LIMIT : \$ 87.50

ORDER DATE : July 30, 1997

ORDER TIME : 11:25 AM

ORDER NO. : 479883-005

CUSTOMER NO: 5017885

800002253688--4

CUSTOMER: Ms. Lynne Reynolds  
Mcquire Woods Battle & Boothe  
Suite 2750  
50 N. Laura Street  
Jacksonville, FL 32202

DOMESTIC AMENDMENT FILING

NAME: FAMOUS & HISTORIC TREE  
NURSERY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:       

**FILED**  
97 JUL 31 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*1/31*  
*Amend*  
*C.C.*

1

**FILED**  
97 JUL 31 PM 2: 50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
FAMOUS & HISTORIC TREE NURSERY, INC.**

Pursuant to Sections 607.1001, 607.1003, 607.1006 and 607.1009, Florida Statutes, the following provisions of the Articles of Incorporation of Famous & Historic Tree Nursery, Inc., a Florida Corporation, filed in Tallahassee on March 12, 1992 and assigned document number V20702 and amended on April 21, 1992, be and they hereby are amended in the following particulars:

Article Third is hereby amended to read as follows:

This corporation shall have authority, to be exercised by the Board of Directors, to issue stock as follows:

- (a) One hundred thousand (100,000) shares of voting common stock having a par value of seven cents (\$.07) each. The holders of the voting common stock shall have the sole power to vote for the election of directors and for all other purposes without limitation, except as may be required by law.
- (b) One hundred thousand (100,000) shares of non-voting common stock having a par value of seven cents (\$.07) each.
- (c) Each share of non voting common stock shall confer identical rights to distribution and liquidation proceeds but shall not be entitled to vote. The non-voting common stock shall not be entitled to vote for the election of directors or for any other matter or purpose without limitation, except as may be required by law.

The foregoing amendment was adopted by the Stockholders and Directors of the corporation of the 31 day of July, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 31st day of July, 1997.

Famous & Historic Tree Nursery, Inc.  
a Florida corporation

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

Jeffrey G. Meyer  
Its President

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

Charles W. Skinner  
Its Secretary

STATE OF FLORIDA

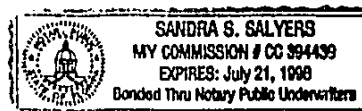
COUNTY OF DUVAL

Before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, personally appeared Jeffrey G. Meyer, well known to me to be the President of Famous & Historic Tree Nursery, Inc., and well known to me to be the person who executed the foregoing Articles of Amendment on behalf of the corporation for the purposes therein stated.

WITNESS my hand and official seal the 31st day of July, 1997.

Sandra S. Salyers  
Notary Public, State of Florida at Large

My Commission Expires: 7-21-98



STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, personally appeared Charles W. Skinner, well known to me to be the Secretary of Famous & Historic Tree Nursery, Inc., and well known to me to be the person who executed the foregoing Articles of Amendment on behalf of the corporation for the purposes therein stated.

WITNESS my hand and official seal the 31st day of July, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

My Commission Expires: 7-21-98



V20702

(23)

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TREE ARIUM, INC., a Florida corporation, P96000026796

INTO

FAMOUS & HISTORIC TREE NURSERY, INC., a Florida corporation, V20702

File date: July 31, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50



V02702

File 2nd (2)

ACCOUNT NO. : 072100000032

REFERENCE : 479883 5017885

AUTHORIZATION : Patricia P. Smith

COST LIMIT : \$ 122.50

ORDER DATE : July 30, 1997

ORDER TIME : 11:29 AM

ORDER NO. : 479883-010

CUSTOMER NO: 5017885

900002253689--1

CUSTOMER: Ms. Lynne Reynolds  
Mcguire Woods Battle & Boothe  
Suite 2750  
50 N. Laura Street  
Jacksonville, FL 32202

ARTICLES OF MERGER

TREE ARIUM, INC.

INTO

FAMOUS & HISTORIC TREE  
NURSERY, INC.

FILED  
97 JUL 31 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: W. Charles Earnest  
EXAMINER'S INITIALS:

1/31  
Jury  
Merger  
C.C.

**ARTICLES OF MERGER**

**OF**

**TREE ARIUM, INC.**

**INTO**

**FAMOUS & HISTORIC TREE NURSERY, INC.**

**FILED**

97 JUL 31 PM 2:51

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1101, Florida Statutes (1997), the undersigned corporations certify as follows:

**FIRST**, the names of the corporations which are parties to the merger are: Tree Arium, Inc., a Florida corporation assigned document number P96000026796 (the "Merging Corporation"), and Famous & Historic Tree Nursery, Inc., a Florida corporation assigned document number V20702.

**SECOND**, the name of the surviving corporation shall be Famous & Historic Tree Nursery, Inc. (the "Surviving Corporation").

**THIRD**, the Plan of Merger will become effective upon the filing of these Articles of Merger with the Secretary of State.

**FOURTH**, No changes to the Articles of Incorporation of Famous & Historic Tree Nursery, Inc. have been made.

**FIFTH**, the Plan of Merger was adopted by Unanimous Written Consent signed by all of the shareholders of the Merging Corporation by Written Consent executed by a Unanimous Written Consent on July 31, 1997. A copy of the Plan of Merger is attached hereto and made a part hereof.

**SIXTH**, the Plan of Merger was adopted by a Unanimous Written Consent signed by all of the shareholders of the Surviving Corporation by Written Consent executed by a Unanimous Written Consent on July 31, 1997.

**SEVENTH**, the Plan of Merger calls for each share of common stock of the Merging Corporation to be surrendered and canceled in exchange for 4.8 shares of the authorized but unissued common non- voting shares of the Surviving Corporation.

**EIGHTH**, no changes in the Articles of Incorporation of the Surviving Corporation shall be effected by this Plan of Merger.


DATED: July 31, 1997.

Tree Arium, Inc.  
a Florida corporation

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

  
Jeffrey G. Meyer  
Its President

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

  
Charles W. Skinner  
Its Secretary



STATE OF FLORIDA

COUNTY OF DUVAL

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, Jeffrey G. Meyer, well known to me to be the President of Tree Arium, Inc., a corporation organized and existing under the laws of the State of Florida, and acknowledged that they executed the above and foregoing Articles of Merger of Tree Arium, Inc. into Famous & Historic Tree Nursery, Inc., as such officers for and on behalf of the Corporation after having been duly authorized to do so.

WITNESS my hand and official seal the 31st day of July, 1997.

Sandra S. Salyers  
Notary Public, State of Florida at Large

My Commission Expires: 7-21-98



STATE OF FLORIDA

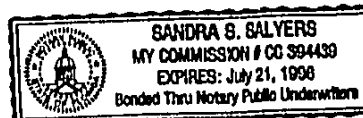
COUNTY OF DUVAL

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, Charles W. Skinner, well known to me to be the Secretary of Tree Arium, Inc., a corporation organized and existing under the laws of the State of Florida, and acknowledged that they executed the above and foregoing Articles of Merger of Tree Arium, Inc. into Famous & Historic Tree Nursery, Inc., as such officers for and on behalf of the Corporation after having been duly authorized to do so.

WITNESS my hand and official seal the 31st day of July, 1997.

Sandra S. Salyers  
Notary Public, State of Florida at Large

My Commission Expires: 7-21-98



Famous & Historic Tree Nursery, Inc.  
a Florida corporation

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

Jeffrey G. Meyer  
Its President

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

Charles W. Skinner  
Its Secretary

STATE OF FLORIDA

COUNTY OF DUVAL

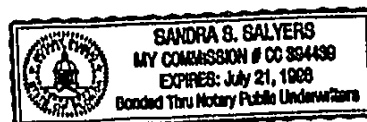
On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, Jeffrey G. Meyer, well known to me to be the President of Famous & Historic Tree Nursery, Inc., a corporation organized and existing under the laws of the State of Florida, and acknowledged that they executed the above and foregoing Articles of Merger of Tree Arium, Inc. into Famous & Historic Tree Nursery, Inc., as such officers for and on behalf of the Corporation after having been duly authorized to do so.

WITNESS my hand and official seal the 31st day of July, 1997.

Sandra S. Salyers

Notary Public, State of Florida at Large

My Commission Expires: 7-21-98



STATE OF FLORIDA

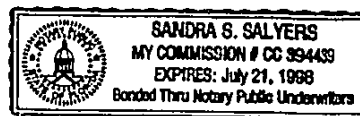
COUNTY OF DUVAL

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, Charles W. Skinner, well known to me to be the Secretary of Famous & Historic Tree Nursery, Inc., a corporation organized and existing under the laws of the State of Florida, and acknowledged that they executed the above and foregoing Articles of Merger of Tree Arium, Inc. into Famous & Historic Tree Nursery, Inc., as such officers for and on behalf of the Corporation after having been duly authorized to do so.

WITNESS my hand and official seal the 31st day of July, 1997.

Sandra S. Salyers  
Notary Public, State of Florida at Large

My Commission Expires: 7-21-98



## **PLAN OF MERGER**

The following Plan of Merger, pursuant to the provisions of Section 607.1101, Florida Statutes (1995), shall be followed in the event it is duly authorized and adopted by the Board of Directors and all the shareholders of Tree Arium, Inc. (the "Merging Corporation") and Famous & Historic Tree Nursery, Inc.

1. The Merging Corporation shall be merged into Famous & Historic Tree Nursery, Inc., a Florida corporation, and the separate existence of the Merging Corporation shall cease and Famous & Historic Tree Nursery, Inc. shall be the "Surviving Corporation."

2. The merger contemplated herein shall be effective upon the filing of the Articles of Merger with the Secretary of State of Florida (the "Effective Date").

3. The Surviving Corporation has a capitalization of 100,000 authorized shares of voting common stock of seven cent (\$0.07) par value voting common stock, of which 100,000 shares are issued and outstanding and 100,000 authorized shares of non-voting common stock have a par value of seven cents (\$0.07) par value, of which no shares are issued and outstanding.

4. On the Effective Date, by virtue of the merger, each share of common stock of the Merging Corporation which is issued and outstanding on the Effective Date shall, by virtue of the merger and without any action on the part of any holder thereof, be converted into 4.8 shares of seven cent (\$0.07) par value non-voting common stock of the Surviving Corporation.

5. Each share of the Merging Corporation's common stock which is issued and outstanding on the Effective Date, by virtue of the merger and without any action on the part of the Merging Corporation, shall be retired and canceled.

6. Each certificate evidencing ownership of shares of the Surviving Corporation's common stock issued and outstanding on the Effective Date or held by the Surviving Corporation in its treasury shall continue to evidence ownership of the same number of shares of the Surviving Corporation's common stock.

7. As promptly as practicable after the Effective Date, each holder of an outstanding certificate or certificates representing shares of the Merging Corporation shall surrender the same to the Surviving Corporation, and shall receive in exchange a certificate or certificates representing the appropriate number of shares of the Surviving Corporation's non-voting common stock into which the shares of the Merging Corporation's common stock represented by the certificate or certificates so surrendered shall have been converted.

8. Until surrendered, each outstanding certificate which, prior to the Effective Date, represented common stock of the Merging Corporation shall be deemed for all purposes, other than the payment of dividends or other distributions, to evidence ownership of the whole number of shares of the Surviving Corporation's common stock into which it was converted, and no dividend or other distribution payable to holders of the Surviving Corporation's common stock as of any date subsequent to the Effective Date shall be paid to the holders of outstanding certificates theretofore representing shares of the Merging Corporation's common stock; provided, however, that upon surrender and exchange of such outstanding certificates there shall be paid to the record holders of the certificates issued in exchange therefor the amount, without interest thereon, of dividends and other distributions which would have been payable with respect to the shares of the Surviving Corporation's common shares represented thereby.

9. On the Effective Date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all property, real, personal and mixed of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

10. The bylaws of the Surviving Corporation shall continue to be its bylaws following the Effective Date of the merger.

11. The directors and officers of the Surviving Corporation on the Effective Date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

12. This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings (or by written consents) to be held on or before July 30, 1997 or at such other time as to which the Boards of Directors of the constituent corporations may agree.

DATED: July 30, 1997.