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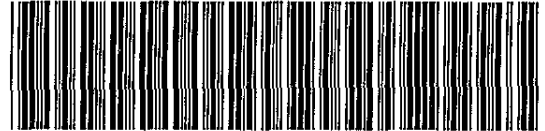
(Business Entity Name)

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05 DEC 14 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger on  
12-14-05*

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December 13, 2005

**FEDERAL EXPRESS**

Division of Corporations  
Florida Secretary of State  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Hill Country Nurseries, Inc., a Texas corporation:  
Merger with and into Hill Country Nurseries, Inc., a Florida corporation

Dear Sir or Madam:

In connection with the proposed merger of Hill Country Nurseries, Inc., a Texas corporation, with and into Hill Country Nurseries, Inc., a Florida corporation, enclosed please find:

1. Articles of Merger of Hill Country Nurseries, Inc., a Texas corporation, into Hill Country Nurseries, Inc., a Florida corporation, including Plan and Agreement of Merger dated December 2, 2005 attached thereto as *Exhibit A*;
2. Our firm's check in the amount of \$70, representing the appropriate filing fee for a two (2) party merger; and
3. A return Federal Express envelope in which to return the filed documents.

If you have any questions or comments, please call me at the above number. Your cooperation and assistance is appreciated.

Very truly yours,



Rita M. Burdo, Legal Assistant  
MITCHELL D. SCHEPPS

cc: Mr. and Mrs. Donald Tonkins (w/enc.)  
Mitchell D. Schepps, Esq. (w/enc.)  
William A. Stetson, Esq. (w/enc.)

**ARTICLES OF MERGER**  
**OF**  
**HILL COUNTRY NURSERIES, INC.**  
**(a Texas corporation)**  
**INTO**  
**HILL COUNTRY NURSERIES, INC.**  
**(a Florida corporation)**

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Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations, HILL COUNTRY NURSERIES, INC., being validly and legally formed under the laws of the State of Texas, and HILL COUNTRY NURSERIES, INC., being validly and legally formed under the laws of the State of Florida, adopt the Following Articles of Merger for the purpose of merging HILL COUNTRY NURSERIES, INC., a Texas corporation, into HILL COUNTRY NURSERIES, a Florida corporation.

**ARTICLE I**

The Plan and Agreement of Merger setting forth the terms and conditions of the merger of HILL COUNTRY NURSERIES, INC., a Texas corporation with and into HILL COUNTRY NURSERIES, INC., a Florida corporation, as the surviving corporation, is attached to these Articles as Exhibit "A" and incorporated herein by reference.

**ARTICLE II**

The effective date of the merger shall be upon the filing of these Articles of Merger with the Florida Department of State.

**ARTICLE III**

HILL COUNTRY NURSERIES, INC., a Texas corporation adopted the Plan and Agreement of merger on December 2<sup>nd</sup>, 2005 by the unanimous vote of its shareholders.

**ARTICLE IV**

HILL COUNTRY NURSERIES, INC., a Florida corporation adopted the Plan and Agreement of Merger on December 2<sup>nd</sup>, 2005 by the unanimous vote of its shareholders.

HILL COUNTRY NURSERIES, INC., a Texas corporation                      HILL COUNTRY NURSERIES, INC., a Florida corporation

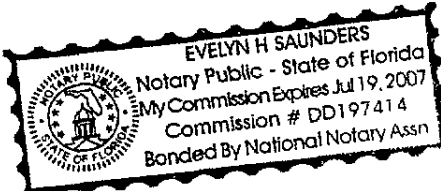
By: DR Tonkins  
Donald R. Tonkins, President

By: DR Tonkins  
Donald R. Tonkins, President

STATE OF FLORIDA                    )  
  ) ss  
COUNTY OF PALM BEACH            )

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Donald R. Tonkins, as President of each of HILL COUNTRY NURSERIES, INC., a Texas corporation and HILL COUNTRY NURSERIES, INC., a Florida corporation, personally known to me or who has produced \_\_\_\_\_ as identification, the person described in, and, who having taken an oath, executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 2 day of December, 2005.

[SEAL]  Evelyn H Saunders  
Notary Public  
State of Florida, at Large

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**PLAN AND AGREEMENT OF MERGER**  
**OF**  
**HILL COUNTRY NURSERIES, INC.**  
**(a Texas corporation)**  
**INTO**  
**HILL COUNTRY NURSERIES, INC.**  
**(a Florida corporation)**

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TALLAHASSEE, FLORIDA

I. (a) The names of each constituent corporation to the merger are HILL COUNTRY NURSERIES, INC., a Texas corporation (hereinafter referred to as "HILL COUNTRY - TEXAS") and HILL COUNTRY NURSERIES, INC., a Florida corporation (hereinafter referred to as "HILL COUNTRY - FLORIDA").

(b) The name of the surviving corporation is HILL COUNTRY NURSERIES, INC., a Florida corporation, and following the merger, its name shall be HILL COUNTRY NURSERIES, INC. A copy of the Articles of Incorporation of such corporation attached hereto as Exhibit "A".

II. (a) HILL COUNTRY - TEXAS has 2,000 outstanding common shares, without par value, all of which are voting.

(b) HILL COUNTRY - FLORIDA has 2,000 outstanding common shares, without par value, all of which are voting.

(c) The number of shares aforementioned is not subject to change prior to the effective date of the merger.

III. The terms and conditions of the merger are as follows:

(a) Until altered, amended or repealed, as therein provided, the Bylaws of HILL COUNTRY - FLORIDA, a constituent corporation, as in effect at the time the merger shall become effective, shall be the Bylaws of the surviving corporation.

(b) The first annual meeting of the shareholders of the surviving corporation held after the effective date of the merger shall be the next annual meeting provided by the Bylaws of HILL COUNTRY - FLORIDA, a constituent corporation.

(c) All persons who, at the date when the merger shall become effective, shall be the executive or administrative officers of HILL COUNTRY - FLORIDA, a constituent corporation, shall be and remain in the respective offices of the surviving corporation until the board of directors of the surviving corporation shall elect their respective successors.

(d) The surviving corporation shall pay all expenses of accomplishing the merger, and shall be responsible for and promptly pay all fees and franchise taxes imposed by the State of Texas.

(e) Upon the merger becoming effective, the separate existence of HILL COUNTRY - TEXAS shall cease and said corporation shall be merged into the surviving corporation, and the surviving corporation shall possess all of the rights, privileges, powers, and franchises and all property, real, personal and mixed, and all debts due to each said corporation on whatever account, or belonging to each said corporation, shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises, and all and every other interest shall be thereafter effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities, and duties of HILL COUNTRY - TEXAS shall thenceforth attach to the said surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities or duties had been incurred or contracted by it.

(f) If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the surviving corporation, according to the terms thereof, the title to any property or rights of HILL COUNTRY - TEXAS, the proper officers and directors of HILL COUNTRY - TEXAS at the effective date of the merger shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

(g) The manner and basis of converting shares of the constituent corporations into shares of the surviving corporation shall be as follows:

(1) Each share of the common stock of HILL COUNTRY - TEXAS outstanding on the effective date of the merger and all rights with respect thereto shall, forthwith upon such effective date, be converted into and become exchanged for one (1) share of the common stock of the surviving corporation, and each holder of the common stock of HILL COUNTRY - TEXAS shall thereafter be entitled, upon surrendering to the surviving corporation the certificate(s) representing such shares, to receive in exchange thereof a certificate representing the shares of fully paid and nonassessable common shares of the surviving corporation to which such holders shall be entitled upon the aforesaid basis of conversion and exchange.


(2) Each share of the common stock of HILL COUNTRY - FLORIDA outstanding on the effective date of the merger shall remain issued and outstanding following the effective date of the merger.

(h) The constituent corporations intend that the merger constitute a tax-free reorganization within the meaning of sections 368(a)(1)(A) and 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

DATED: December 21<sup>st</sup>, 2005

HILL COUNTRY NURSERIES, INC., a  
Texas corporation

HILL COUNTRY NURSÉRIES, INC., a  
Florida corporation

By:   
Donald R. Tonkins, President

By:   
Donald R. Tonkins, President

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