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CORPORATION(S) NAME

Master Farms, Inc.

merging into:

SAB Acquisition Corp.

Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MASTER FLOWERS, INC., a Florida corporation 421406

INTO

SAB ACQUISITION CORP. which changed its name to

MASTER FLOWERS, INC., a Florida corporation, P98000026297.

File date: April 3, 1998

Corporate Specialist: Annette Hogan

FILED
98 APR -3 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES AND PLAN OF MERGER
OF
MASTER FLOWERS, INC.
INTO
SAB ACQUISITION CORP.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles and Plan of Merger for the purpose of merging Master Flowers, Inc. into SAB Acquisition Corp. (the "Merger"):

(a) The Plan of Merger is as follows:

1. The name of each corporation to be merged is Master Flowers, Inc., a Florida corporation ("Sabana"), and SAB Acquisition Corp., a Florida corporation ("SAB"). The name of the surviving corporation is SAB Acquisition Corp.

2. At the Effective Time, each issued and outstanding share of capital stock of SAB shall continue to be issued and outstanding as one share of validly issued, fully paid and non-assessable share of common stock of SAB. The stock certificates of SAB evidencing ownership of any such shares prior to the Effective Time shall continue to evidence ownership of the shares of capital stock of SAB after the Effective Time.

3. At the Effective Time, all shares of capital stock of Sabana that are owned directly or indirectly by Sabana shall be canceled and no consideration shall be delivered in exchange therefor.

4. At the Effective Time, the common stock of Sabana which is issued and outstanding immediately prior to the Effective Time, other than shares to be canceled pursuant to Paragraph 3 above, shall automatically be canceled and extinguished and converted, without any action on the part of each holder thereof, into the right to receive (i) an amount of cash equal to 662,500 and (ii) 87,864 shares of common stock of U.S.A. Floral Products, Inc. All such shares of Sabana common stock, when so converted, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto, except the right to receive the consideration therefor upon the surrender of such certificate in accordance with this Paragraph.

5. At the Effective Time, the Articles of Incorporation of SAB shall be amended and restated in their entirety to be as set forth on Exhibit I.

- (b) The Effective Time of the Merger shall be April 3, 1998.
- (c) The Plan of Merger was duly adopted by the shareholders of Sabana on March 27, 1998. The Plan of Merger was duly adopted by the sole shareholder of SAB on April 3, 1998.

[Execution Page Following]

Dated: April 3, 1998.

MASTER FLOWERS, INC.

SAB ACQUISITION CORP.

By: _____

By:  _____

Name:


Title:

Name: Robert J. Poirier

Title: President

Dated: April 3, 1998.

MASTER FLOWERS, INC.

By: 

Name: Joan M. Holavik
Title: President

SAB ACQUISITION CORP.

By: _____

Name: Robert J. Poirier
Title: President

EXHIBIT I

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SAB ACQUISITION CORP.**

ARTICLE I

Name

The name of the corporation is:

Master Flowers, Inc.

ARTICLE II

Principal Office

The street address of the principal office of the corporation shall be:

1025 Thomas Jefferson Street, N.W.
Suite 600 West
Washington, D.C. 20007

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock. The par value of each such share shall be \$.01 per share.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's registered office is:

1200 South Pine Island Avenue
Plantation, FL 33324

The name of the corporation's registered agent at that office is CT Corporation System.

ARTICLE V

Subscribers

The name and address of each subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
U.S.A. Floral Products, Inc.	1025 Thomas Jefferson Street, N.W. Suite 600 West Washington, D.C. 20007

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all

lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VI

Board of Directors

The number of directors constituting the board of directors is one; provided however, the number of directors may be changed from time to time by amendment to the bylaws. The name and address of the individual who is to serve as a member of the board of directors is:

Robert J. Poirier

1025 Thomas Jefferson Street N.W.
Suite 600 West
Washington, D.C. 20007