

8-11-00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

10-11-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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101483697

OFFICE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # 101372224
- Correction of PTO Error
Reel # [] Frame # []
- Corrective Document
Reel # [] Frame # []

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
07171991
- Change of Name
- Other []

Conveying Party

Mark if additional names of conveying parties attached

Name Sunburst Farms, Inc.

Execution Date
Month Day Year
07171991

Formerly []

1599784

- Individual General Partnership Limited Partnership Corporation Association
- Other []
- Citizenship/State of Incorporation/Organization Florida

Receiving Party

Mark if additional names of receiving parties attached

Name Sunburst Farms, Inc.

DBA/AKA/TA Dole Fresh Flowers, Inc.

Composed of []

Address (line 1) 2200 N.W. 70th Avenue

Address (line 2) []

Address (line 3) Miami Florida 33122

- Individual General Partnership Limited Partnership Corporation Association
- Corporation Association
- Other []

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002153 FRAME: 0650

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1599784"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Janice M. Nicols
Assistant Secretary

Janice M. Nicols

8/4/00

Name of Person Signing

Signature

Date Signed

05-31-2000



101372224

5-15-00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
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Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year
07171991

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Sunburst Farms, Inc. Execution Date
Month Day Year
07171991

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization State of Florida

Receiving Party

Mark if additional names of receiving parties attached

Name Sunburst Farms, Inc.

DBA/AKA/TA Dole Fresh Flowers, Inc.

Composed of 2200 NW 70th Avenue

Address (line 1) _____

Address (line 2) _____

Address (line 3) Miami Florida 33122
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization State of Delaware

05/30/2000 DNGUYEN 00000221 041269 1599784
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FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002153 FRAME: 0652

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1599784"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Janice M. Nicols, Assist. Secretary Janice m. nicols
Name of Person Signing Signature

4/11/2000
Date Signed

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration Nos.: 1599784)
)
 Issued: June 5, 1990)
)
 Registrant: Sunburst Farms, Inc., a Florida corporation)
)
 Owner: Sunburst Farms, Inc., a Delaware corporation)
)
 Class No.: 31)
)
 Marks: **SUNBURST FARMS**)

**ASSIGNMENT OF
TRADEMARK
REGISTRATION**

WHEREAS, pursuant to a Certificate of Merger and attachments thereto (attached hereto as Exhibit A) filed with the Secretary of State, State of Delaware on July 17, 1991, Sunburst Farms, Inc., a Florida corporation, the registrant of U.S. Trademark Registration No. 1,599,784, merged with and into Cut Flowers Exchange, Inc., a Delaware corporation; and

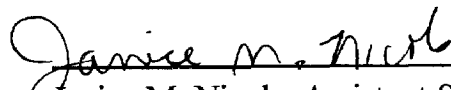
WHEREAS, Pursuant to Article 5 of the Certificate of Merger, Cut Flowers Exchange, Inc., the survivor of said merger, changed its name to Sunburst Farms, Inc., immediately following the merger; and

WHEREAS, Pursuant to Section Two of the Plan of Merger, which is attached as Exhibit A to the Certificate of Merger, upon the effective date of the merger, all assets of Sunburst Farms, Inc., a Florida corporation, including all rights, title and interest in and to U.S. Trademark Registration No. 1,599,784 for **SUNBURST FARMS**, became the assets of Sunburst Farms, Inc., a Delaware corporation;

NOW, THEREFORE, pursuant to the Certificate of Merger and attachments thereto, Sunburst Farms, Inc., a Delaware corporation, does hereby confirm and ratify its ownership of all rights, title and interest in and to the above-captioned trademark and its registration together with the goodwill of the business symbolized by the mark effective as of July 17, 1991.

SUNBURST FARMS, INC,
a Delaware corporation,

Dated : May 12, 2000



 Janice M. Nicols, Assistant Secretary

State of Delaware

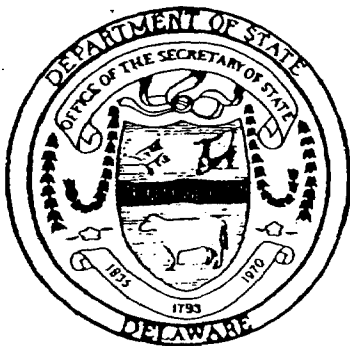


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF MERGER OF "SUNBURST FARMS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, MERGING WITH AND INTO "CUT FLOWER EXCHANGE, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "SUNBURST FARMS, INC." AS RECEIVED AND FILED IN THIS OFFICE THE THE SEVENTEENTH DAY OF JULY, A.D. 1991, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

* * * * *



Michael Harkins
 Michael Harkins, Secretary of State

AUTHENTICATION: *3113736

DATE: 07/18/1991

911985307

EXHIBIT A

PAULETTE SULLIVAN HOGRE
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91 AUG 22 P 1:20.0

CERTIFICATE OF MERGER

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>NAMES OF CORPORATION</u>	<u>STATE OF INCORPORATION</u>
Sunburst Farms, Inc.	Florida
Cut Flower Exchange, Inc.	Delaware

2. The laws of the state under which the constituent foreign corporation is organized permit such merger.

3. The surviving corporation is Cut Flower Exchange, Inc. and it is to be governed by the laws of the State of Delaware.

4. The Certificate of Incorporation of the surviving corporation, Cut Flower Exchange, Inc., shall continue to be the Certificate of Incorporation following the effective date of merger except that it is amended as follows: "The name of this corporation shall be changed from Cut Flower Exchange, Inc. to Sunburst Farms, Inc."

5. The Plan of Merger, a copy of which is attached as Exhibit "A", and incorporated by reference, was approved by the shareholders of the undersigned domestic corporation at a joint meeting of the Board of Directors and Sole Shareholder held on June 29, 1991, in the manner prescribed by the Delaware General Corporation Law, and was approved by the undersigned foreign corporation at a joint meeting of the Board of Directors and Sole Shareholder held on June 29, 1991, in the manner prescribed by the laws of the State of Florida under which it is organized.

6. As to each of the undersigned corporations, the number of shares outstanding and the designation of each class entitled to vote as a class on such plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>
Sunburst Farms, Inc.	1,769	Common No par
Cut Flower Exchange, Inc.	10,000	Common \$1.00 par

number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted</u>	
	<u>For</u>	<u>Against</u>
Sunburst Farms, Inc.	1,769	0
Cut Flower Exchange,	10,000	0

8. The Plan of Merger is on file at the principal place of business of the surviving corporation, at 2200 NW 70th Avenue, Miami, Florida 33122.

9. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost to any stockholder of Sunburst Farms, Inc., a Florida Corporation.

Dated: 7/3/91

Sunburst Farms, Inc.
 By: [Signature]
 President

By: [Signature]
 Secretary

~~Cut Flower Exchange, Inc.~~
 By: [Signature]
 President

By: [Signature]
 Secretary

PLAN OF MERGER

Plan of Merger dated June 29, 1991, between Sunburst Farms, Inc., hereinafter called the absorbed corporation, and Cut Flower Exchange, Inc., hereinafter called the surviving corporation.

STIPULATIONS

A. Sunburst Farms, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2200 NW 70th Avenue, Miami, Florida 33122.

B. Sunburst Farms, Inc. has capitalization consisting of 5,000 authorized shares of One Dollar (\$1.00) par value common stock, of which 1769 shares are issued and outstanding.

C. Cut Flower Exchange, Inc. is a corporation organized and existing under the laws of the State of Delaware with its principal office at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware.

D. Cut Flower Exchange, Inc. has a capitalization of 10,000 authorized shares of One Dollar (\$1.00) par value common stock of which 10,000 shares are issued and outstanding.

E. To simplify and centralize record keeping, to avoid duplicating corporate fees and costs of administration, the board of directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that Sunburst Farms, Inc. be merged into Cut Flower Exchange, Inc. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act and Section 252 of the Delaware General Corporate Law in order that the transaction qualify as a "reorganization" within the meaning of Section 368 (a) (1) (A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

Section One. Merger. Sunburst Farms, Inc. shall merge with and into Cut Flower Exchange, Inc., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the

rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity of any separate transfer. The surviving liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into share of the surviving corporation is as follows:

No shares of the surviving corporation shall be issued to the Sole Shareholder of the absorbed corporation in that the Sole Shareholder of the absorbed corporation is also the Sole Stockholder of the surviving corporation.

Section Four. Changes in the Certificate of Incorporation. The Certificate of Incorporation of the surviving corporation, Cut Flower Exchange, Inc., shall continue to be its articles of incorporation following the effective date of the merger except that its Certificate is hereby amended to provide that the name of the new corporation is Sunburst Farms, Inc..

Section Five. Changes in Bylaws. The bylaws of the surviving corporation, Cut Flower Exchange, Inc., shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation, Sunburst Farms, Inc., 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.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares in reasonable amounts and take all action necessary or appropriate under the laws of the State of Florida and the State of Delaware to consummate this merger.

Section Eight. Approval by Shareholders. 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 and the State of Delaware at meetings to be held on such time as to which the Board of Directors of the constituent corporations may agree.


Section Nine. Effective Date of Merger. The effective date of this merger shall be as of July 1, 1991.

Section Ten. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.


Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Attest:

Sunburst Farms, Inc.




Secretary,
Sunburst Farms, Inc.

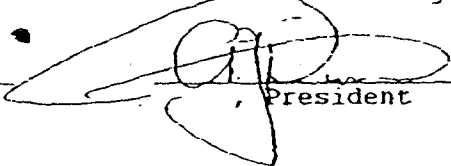


, President (Seal)

Cut Flower Exchange, Inc.



Secretary,
Cut Flower Exchange, Inc.



, President (Seal)



Food Company, Inc.

One Dole Drive • Westlake Village, CA 91362-7300 • Phone (818) 879-6760 • Fax (818) 879-6615
Email: wendy_billingsley@na.dole.com

Wendy K. Billingsley
Administrator of Paralegal Services

August 11, 2000

Via Express Mail

U.S. Patent and Trademark Office
Assignment Division
Box Assignments, CG-4
1213 Jefferson Davis Highway, Suite 320
Washington, D.C. 20231

Re: Resubmission of Recordation Form Cover Sheet
SUNBURST FARMS
U.S. Registration No. 1599784

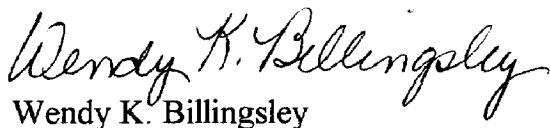
Dear Sir or Madam:

Enclosed please find for resubmission a new Cover Sheet to reflect the nature of conveyance to be a merger. Also enclosed is the original document that includes a stamp with the official date of receipt.

As acknowledgment of receipt, please date stamp and mail the enclosed postage-paid postcard.

Thank you for your continued courtesies.

Sincerely,


Wendy K. Billingsley

/ms

Enclosures: (2)



TRADEMARK
REEL: 002153 FRAME: 0661

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration Nos.: 1599784)
)
 Issued: June 5, 1990)
)
 Registrant: Sunburst Farms, Inc., a Florida corporation)
)
 Owner: Sunburst Farms, Inc., a Delaware corporation)
)
 Class No.: 31)
)
 Marks: **SUNBURST FARMS**)

**ASSIGNMENT OF
TRADEMARK
REGISTRATION**

WHEREAS, pursuant to a Certificate of Merger and attachments thereto (attached hereto as Exhibit A) filed with the Secretary of State, State of Delaware on July 17, 1991, Sunburst Farms, Inc., a Florida corporation, the registrant of U.S. Trademark Registration No. 1,599,784, merged with and into Cut Flowers Exchange, Inc., a Delaware corporation; and

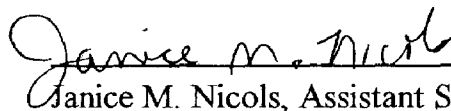
WHEREAS, Pursuant to Article 5 of the Certificate of Merger, Cut Flowers Exchange, Inc., the survivor of said merger, changed its name to Sunburst Farms, Inc., immediately following the merger; and

WHEREAS, Pursuant to Section Two of the Plan of Merger, which is attached as Exhibit A to the Certificate of Merger, upon the effective date of the merger, all assets of Sunburst Farms, Inc., a Florida corporation, including all rights, title and interest in and to U.S. Trademark Registration No. 1,599,784 for **SUNBURST FARMS**, became the assets of Sunburst Farms, Inc., a Delaware corporation;

NOW, THEREFORE, pursuant to the Certificate of Merger and attachments thereto, Sunburst Farms, Inc., a Delaware corporation, does hereby confirm and ratify its ownership of all rights, title and interest in and to the above-captioned trademark and its registration together with the goodwill of the business symbolized by the mark effective as of July 17, 1991.

SUNBURST FARMS, INC,
a Delaware corporation,

Dated : May 12, 2000



Janice M. Nicols, Assistant Secretary

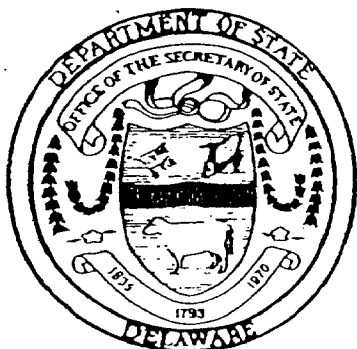
State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF MERGER OF "SUNBURST FARMS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, MERGING WITH AND INTO "CUT FLOWER EXCHANGE, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "SUNBURST FARMS, INC." AS RECEIVED AND FILED IN THIS OFFICE THE THE SEVENTEENTH DAY OF JULY, A.D. 1991, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Michael Harkins
 Michael Harkins, Secretary of State

AUTHENTICATION: *3113736

DATE: 07/18/1991

911985307

EXHIBIT A

TRADEMARK
 REEL: 002153 FRAME: 0663

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EX 185 9097

CERTIFICATE OF MERGER

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The names of the undesignated corporations and the states under the laws of which they are organized are, respectively:

<u>NAMES OF CORPORATION</u>	<u>STATE OF INCORPORATION</u>
Sunburst Farms, Inc.	Florida
Cut Flower Exchange, Inc.	Delaware

2. The laws of the state under which the constituent foreign corporation is organized permit such merger.

3. The surviving corporation is Cut Flower Exchange, Inc. and it is to be governed by the laws of the State of Delaware.

4. The Certificate of Incorporation of the surviving corporation, Cut Flower Exchange, Inc., shall continue to be the Certificate of Incorporation following the effective date of merger except that it is amended as follows: "The name of this corporation shall be changed from Cut Flower Exchange, Inc. to Sunburst Farms, Inc."

5. The Plan of Merger, a copy of which is attached as Exhibit "A", and incorporated by reference, was approved by the shareholders of the undersigned domestic corporation at a joint meeting of the Board of Directors and Sole Shareholder held on June 29, 1991, in the manner prescribed by the Delaware General Corporation Law, and was approved by the undersigned foreign corporation at a joint meeting of the Board of Directors and Sole Shareholder held on June 29, 1991, in the manner prescribed by the laws of the State of Florida under which it is organized.

6. As to each of the undersigned corporations, the number of shares outstanding and the designation of each class entitled to vote as a class on such plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>
Sunburst Farms, Inc.	1,769	Common No par
Cut Flower Exchange, Inc.	10,000	Common \$1.00 par

number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted</u>	
	<u>For</u>	<u>Against</u>
Sunburst Farms, Inc.	1,769	0
Cut Flower Exchange,	10,000	0

8. The Plan of Merger is on file at the principal place of business of the surviving corporation, at 2200 NW 70th Avenue, Miami, Florida 33122.

9. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost to any stockholder of Sunburst Farms, Inc., a Florida Corporation.

Dated: 7/3/91

Sunburst Farms, Inc.
 By: [Signature]
 President
 By: [Signature]
 Secretary

Cut Flower Exchange, Inc.
 By: [Signature]
 President
 By: [Signature]
 Secretary

PLAN OF MERGER

Plan of Merger dated June 29, 1991, between Sunburst Farms, Inc., hereinafter called the absorbed corporation, and Cut Flower Exchange, Inc., hereinafter called the surviving corporation.

STIPULATIONS

A. Sunburst Farms, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2200 NW 70th Avenue, Miami, Florida 33122.

B. Sunburst Farms, Inc. has capitalization consisting of 5,000 authorized shares of One Dollar (\$1.00) par value common stock, of which 1769 shares are issued and outstanding.

C. Cut Flower Exchange, Inc. is a corporation organized and existing under the laws of the State of Delaware with its principal office at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware.

D. Cut Flower Exchange, Inc. has a capitalization of 10,000 authorized shares of One Dollar (\$1.00) par value common stock of which 10,000 shares are issued and outstanding.

E. To simplify and centralize record keeping, to avoid duplicating corporate fees and costs of administration, the board of directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that Sunburst Farms, Inc. be merged into Cut Flower Exchange, Inc. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act and Section 252 of the Delaware General Corporate Law in order that the transaction qualify as a "reorganization" within the meaning of Section 368 (a) (1) (A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

Section One. Merger. Sunburst Farms, Inc. shall merge with and into Cut Flower Exchange, Inc., which shall be the surviving corporation.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the

rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity of any separate transfer. The surviving liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into share of the surviving corporation is as follows:

No shares of the surviving corporation shall be issued to the Sole Shareholder of the absorbed corporation in that the Sole Shareholder of the absorbed corporation is also the Sole Stockholder of the surviving corporation.

Section Four. Changes in the Certificate of Incorporation. The Certificate of Incorporation of the surviving corporation, Cut Flower Exchange, Inc., shall continue to be its articles of incorporation following the effective date of the merger except that its Certificate is hereby amended to provide that the name of the new corporation is Sunburst Farms, Inc..

Section Five. Changes in Bylaws. The bylaws of the surviving corporation, Cut Flower Exchange, Inc., shall continue to be its bylaws following the effective date of the merger.

Section Six. Directors and Officers. The directors and officers of the surviving corporation, Sunburst Farms, Inc., 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.

Section Seven. Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may pay regular quarterly dividends on their outstanding common shares in reasonable amounts and take all action necessary or appropriate under the laws of the State of Florida and the State of Delaware to consummate this merger.

Section Eight. Approval by Shareholders. 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 and the State of Delaware at meetings to be held on such time as to which the Board of Directors of the constituent corporations may agree.

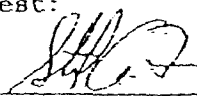
Section Nine. Effective Date of Merger. The effective date of this merger shall be as of July 1, 1991.

Section Ten. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.


Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

Attest:

Sunburst Farms, Inc.




Secretary,
Sunburst Farms, Inc.

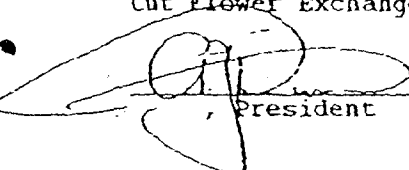


President (Seal)

Cut Flower Exchange, Inc.



Secretary,
Cut Flower Exchange, Inc.



President (Seal)