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Cook County Recorder 81.00



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Property of Cook County Clerk's Office

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THE STATE ARCHIVE

# UNOFFICIAL COPY

## AFFIDAVIT

The undersigned, Michael D. McBride, as Vice President of Frank's Nursery & Crafts, Inc. (f/k/a/ New Frank's Delaware, Inc.), a Delaware corporation, (the "Corporation"), as lessee at the property described in Exhibit A attached hereto, being first duly sworn, states as follows:

1. Pursuant to the Certificates of Merger filed with the States of Michigan and New York and attached hereto as Exhibit B and Exhibit C, respectively, Frank's Nursery & Crafts, Inc., a Michigan corporation merged with FNC Holdings, Inc., a New York corporation ("FNC") with FNC as the surviving entity.

2. Subsequently and pursuant to the Certificates of Merger filed in the States of New York and Delaware, and attached hereto as Exhibit D and Exhibit E, respectively, New Frank's Delaware, Inc. merged with FNC Holdings, Inc., a New York corporation ("FNC"); with New Frank's Delaware, Inc. as the surviving entity. Simultaneously therewith and pursuant to the Certificate of Merger attached hereto as Exhibit E, the Corporation changed its name from "New Frank's Delaware, Inc." to "Frank's Nursery & Crafts, Inc."

Dated: May 20, 2002

FRANK'S NURSERY & CRAFTS, INC. a  
Delaware corporation

By: 

Name: Michael D. McBride

Title: Vice President

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#38, 874141

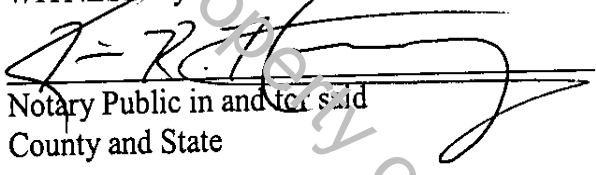
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STATE OF NEW YORK            )  
  ) ss.:  
COUNTY OF NEW YORK        )

On May 20, 2002, before me, the undersigned, personally appeared Michael D. McBride, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

  
Notary Public in and for said  
County and State

KEVIN R. HENNESSY  
Notary Public, State Of New York  
No. 01HE6057664  
Qualified In New York County  
Commission Expires April 23, 2003

**WHEN RECORDED RETURN TO:**  
Fidelity National Title Insurance Company  
100 W. Big Beaver Rd., Suite 140, Troy, MI, 48084

Prepared by ~~and when recorded return to:~~

Thomas J. Henry, Esq.  
Willkie Farr & Gallagher  
787 Seventh Avenue  
New York, NY 10019-6099

Notary Public, State Of New York  
No. 01HE6057664  
Qualified In New York County  
Commission Expires April 23, 2003  
Cook County Clerk's Office

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Lot 1 in Frank's Nursery Subdivision, being a Subdivision of part of the East 1/2 of the Northwest Quarter of Section 16, Township 41 North, Range 10 East of the Third Principal Meridian, in the Village of Schaumburg, Cook County, Illinois, excepting that part thereof described as follows:

Beginning at the Northeast corner of said Lot 1; thence Southward along the Easterly line of said Lot 1, S 2° 53' 41" W, a distance of 140.26 feet; thence S 89° 25' 31" W, a distance of 140.00 feet; thence N 00° 34' 29" W, a distance of 140.00 feet to a point on the Northerly line of said Lot 1, thence Eastward along the said Northerly line, N 89° 25' 31" E, a distance of 148.49 feet to the point of beginning, in Cook County Illinois.

Also known as Lot 2 in Frank's Nursery Resubdivision in Schaumburg, being a resubdivision of Lot 1 in Frank's Nursery Subdivision, being a subdivision of part of the East 1/2 of the Northwest 1/4 of Section 16, Township 41 North, Range 10, East of the Third Principal Meridian, in Cook County, Illinois.

pen # 07-16-101-030

CKLA

817 W Golf  
Schaumburg, IL 60194

CHICAGO TITLE INSURANCE COMPANY  
**UNOFFICIAL COPY**  
COMMITMENT FOR TITLE INSURANCE  
SCHEDULE A (CONTINUED)

#87

ORDER NO.

5. THE LAND REFERRED TO IN THIS COMMITMENT IS DESCRIBED AS

LOT 19 IN TUINSTRA'S GARDEN SUBDIVISION OF THE EAST 1/2 OF THE SOUTHWEST 1/4 OF THE SOUTH EAST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 2, TOWNSHIP 37 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS

Property of Cook County Clerk's Office

per 24-02-330-019

CKIA 3720 95th St  
Evergreen Park IL 60805

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ORD

992085 NSC

5. THE LAND REFERRED TO IN THIS COMMITMENT IS DESCRIBED AS:

PARCEL 1:

THAT PART OF THE NORTHEAST 1/4 OF SECTION 28, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN, LYING SOUTHEAST OF THE CENTER OF STATE ROAD, WEST OF THE WEST LINE OF THE EAST 57 FEET OF THE AFORESAID NORTHEAST 1/4 OF SECTION 28 AND SOUTH OF A LINE DRAWN AT RIGHT ANGLES THROUGH A POINT ON THE WEST LINE OF SAID EAST 57 FEET WHICH IS 300 FEET NORTH OF THE SOUTH LINE OF THE NORTHEAST 1/4 OF SAID SECTION 28 (EXCEPT THE WESTERLY 50 FEET OF THE TRACT DESCRIBED BEING A PART OF STATE ROAD AND ALSO EXCEPTING THEREFROM THE EASTERLY 475 FEET AS MEASURED ALONG THE NORTH AND SOUTH LINES THEREOF) IN COOK COUNTY, ILLINOIS

PARCEL 2:

EASEMENT FOR THE BENEFIT OF PARCEL 1 AS CREATED BY TRUSTEE'S DEED FROM LA SALLE NATIONAL BANK, A NATIONAL BANKING ASSOCIATION AS TRUSTEE UNDER TRUST AGREEMENT DATED AUGUST 1, 1972 AND KNOWN AS TRUST NUMBER 44261 TO PLYWOOD MINNESOTA MIDWESTERN, INC. DATED NOVEMBER 14, 1979 AND RECORDED DECEMBER 6, 1979 AS DOCUMENT 25270445 AND AS AMENDED BY DOCUMENT 88368844 AND RE-RECORDED AS DOCUMENT 88455718 FOR ALL LAWFUL PURPOSES OF INGRESS AND EGRESS OVER AND UPON THE FOLLOWING DESCRIBED LAND, TO WIT:

THAT PART OF THE NORTHEAST 1/4 OF SECTION 28, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON A LINE DRAWN AT RIGHT ANGLES TO THE WEST LINE OF THE EAST 57.00 FEET OF SAID NORTHEAST 1/4 THROUGH A POINT 300.00 FEET NORTH (AS MEASURED ALONG THE SAID WEST LINE OF THE EAST 57.00 FEET) OF THE SOUTH LINE OF THE NORTHEAST 1/4 OF SAID SECTION 28, SAID POINT OF BEGINNING BEING 475.00 FEET WEST (AS MEASURED ALONG SAID RIGHT ANGLE LINE) OF THE SAID WEST LINE OF THE EAST 57.00 FEET THEREOF; THENCE SOUTH 0 DEGREES 00 MINUTES 00 SECONDS WEST (AT RIGHT ANGLE TO LAST DESCRIBED RIGHT ANGLE LINE) 24.00 FEET TO A POINT; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS EAST (24.00 FEET SOUTH OF AND PARALLEL WITH THE FIRST DESCRIBED RIGHT ANGLE LINE) A DISTANCE OF 429.58 FEET TO A POINT ON THE WESTERLY LINE OF AN EASEMENT DATED DECEMBER 20, 1965; THENCE NORTH 66 DEGREES 15 MINUTES, 47 SECONDS WEST ALONG SAID WESTERLY LINE OF EASEMENT A DISTANCE OF 59.62 FEET TO A POINT ON THE FIRST DESCRIBED RIGHT ANGLE LINE; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, ALONG SAID RIGHT ANGLE LINE 375.00 FEET TO THE POINT OF BEGINNING OF LAND HEREIN DESCRIBED;

ALSO,

THAT PART OF THE NORTHEAST 1/4 OF SECTION 28, TOWNSHIP 38 NORTH, RANGE 13 EAST OF THE THIRD PRINCIPAL MERIDIAN DESCRIBED AS FOLLOWS: BEGINNING AT A POINT ON A LINE DRAWN AT RIGHT ANGLES TO THE WEST LINE OF THE EAST 57.00 FEET OF SAID NORTHEAST 1/4 THROUGH A POINT 300.00 FEET NORTH (AS MEASURED ALONG THE SAID WEST LINE OF THE EAST 57.00 FEET) OF THE SOUTH LINE OF THE NORTHEAST 1/4 OF SAID SECTION 28; THENCE SOUTH 90 DEGREES 00 MINUTES 00 SECONDS WEST, ALONG SAID RIGHT ANGLE LINE A DISTANCE OF 100.00 FEET TO A POINT ON THE WESTERLY LINE OF AN EASEMENT AGREEMENT DATED DECEMBER 20, 1965; THENCE SOUTH 66 DEGREES 15 MINUTES 47 SECONDS EAST, ALONG SAID WESTERLY LINE OF EASEMENT A DISTANCE OF 71.00 FEET TO CURVED LINE,

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## CHICAGO TITLE INSURANCE COMPANY COMMITMENT FOR TITLE INSURANCE SCHEDULE A (CONTINUED)

ORD,

007992085 NSC

CONVEX NORTHERLY HAVING A RADIUS OF 49.42 FEET, A DISTANCE OF 38.89 FEET (THE CHORD OF SAID CURVE BEARING SOUTH 67 DEGREES 27 MINUTES 30 SECONDS EAST) TO A POINT ON THE WEST LINE OF THE EAST 57.00 FEET, AFORESAID; THENCE NORTH 0 DEGREES 00 MINUTES 00 SECONDS EAST ALONG SAID WEST LINE OF THE EAST 57.00 FEET, A DISTANCE OF 43.11 FEET TO THE POINT OF BEGINNING, ALL IN COOK COUNTY, ILLINOIS.

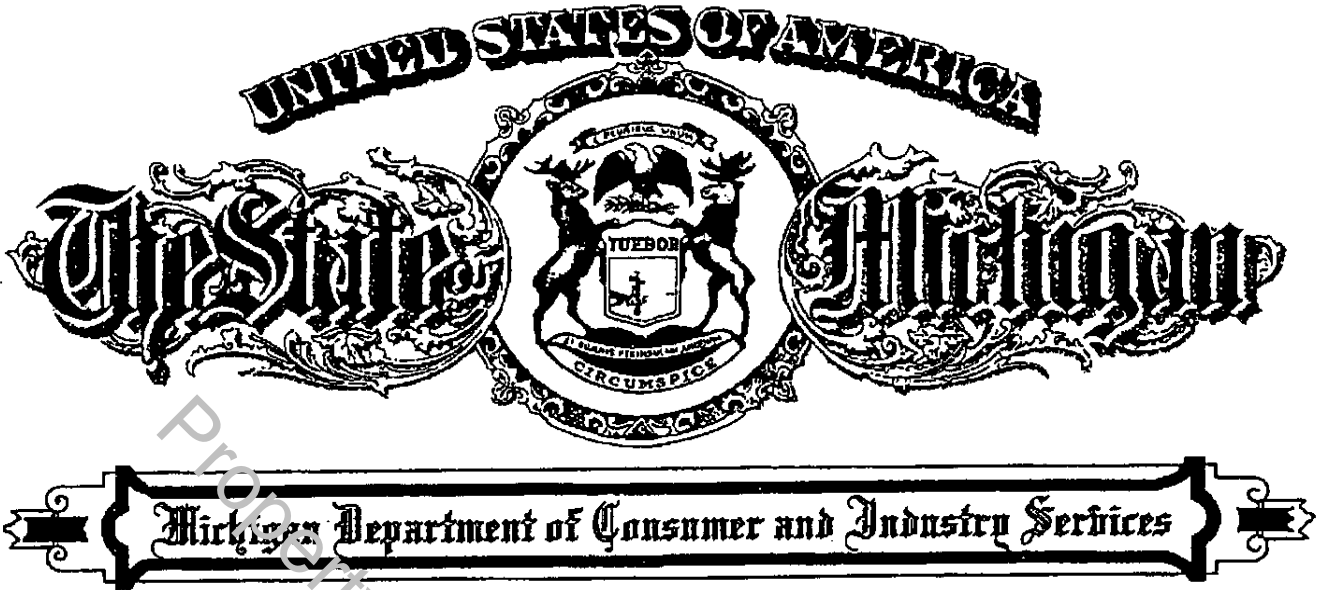
Property of Cook County Clerk's Office

pin #s A-28-202-014  
19-28-202-015

CLKA 7456 S. State Rd  
Bedford Park, IL 60438

20613476





Lansing, Michigan

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 17th day of May, 2002*

*Andrew J. Metcalfe*, Director

Bureau of Commercial Services

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BCS,CP-651 (Rev. 04/01)

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES**  
**BUREAU OF COMMERCIAL SERVICES**  
 (FOR BUREAU USE ONLY)

Date Received  
**MAY 17 2002**

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

**FILED**  
 MAY 17 2002

Administrator  
 BUREAU OF COMMERCIAL SERVICES

NAME  
 517-663-2525 Ref # **23383**  
 Attn: Cheryl J. Bixby  
 MICHIGAN RUNNER SERVICE  
 P.O. Box 266  
 Eaton Rapids, MI 48827

EFFECTIVE DATE:  
 Expiration date for new assumed names: December 31,  
 Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

**CERTIFICATE OF MERGER**

For use by Parent and Subsidiary Profit Corporations  
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Act of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

Frank's Nursery & Crafts, Inc.	024-503
FNC Holdings, Inc. (a New York corporation)	605-526

b. The name of the surviving corporation and its identification number is:

FNC Holdings, Inc. (a New York corporation)	605-526
---	---------

c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
Frank's Nursery & Crafts, Inc.	1,000 Shares of Common stock, with no par value	1,000 Shares of Common stock, with no par value

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d. The manner and basis of converting the shares of each constituent corporation is as follows:

At the Effective Time, (i) each share of Common Stock, with no par value, of Frank's Nursery & Crafts, Inc. that is issued and outstanding immediately before the Effective Time shall be canceled and extinguished and no payment shall be made in respect thereof. No shares of capital stock of FNC Holdings, Inc. shall be converted in any manner.

e. The amendments to the Articles or a Restatement of the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

None.

f. Other provisions with respect to the merger are as follows:

At the Effective Time, (i) the Certificate of Incorporation of FNC Holdings, Inc. as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation, (ii) the Bylaws of FNC Holdings, Inc. as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation; (iii) the directors and officers of FNC Holdings, Inc. holding such positions immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation; and (iv) all of the rights, privileges, immunities, powers, purposes, property, real and personal, including subscriptions to shares of capital stock, causes of action and every other asset, and all the liabilities, obligations and penalties of each of Frank's Nursery & Crafts, Inc. and FNC Holdings, Inc. shall vest in FNC Holdings, Inc. without any further act or deed.

2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

3. (Delete if not applicable)

4. (Delete if not applicable)

5. (Complets only if an effective date is desired other than the date of filing)  
The merger shall be effective on the \_\_\_\_\_ day of \_\_\_\_\_

Signed this 16 day of May 2002

FNC Holdings, Inc.

(Name of parent corporation)

By

*[Handwritten Signature]*

(Signature of an authorized officer or agent)

Larry T. Lakin

(Type or Print Name)

# UNOFFICIAL COPY

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

## FILING RECEIPT

ENTITY NAME: FNC HOLDINGS, INC.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

CONSTITUENT NAME: FRANK'S NURSERY & CRAFTS, INC.

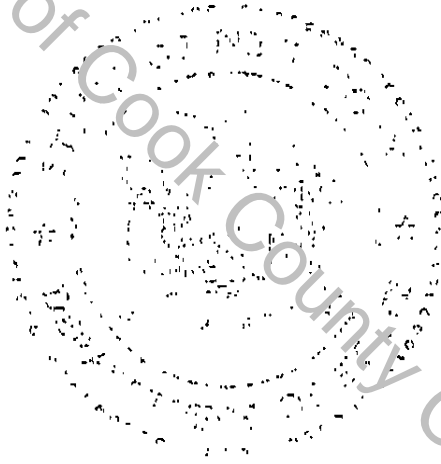
FILED: 05/17/2002 DURATION: \*\*\*\*\* CASH#: 020517000448 FILM #: 020517000439

ADDRESS FOR PROCESS

EFFECT DATE

05/17/2002

REGISTERED AGENT



Property of Cook County Clerk's Office

FILER	FEES	PAYMENTS
WILLKIE FARR & GALLAGHER 787 SEVENTH AVENUE NEW YORK, NY 10019-6099	370.00 FILING 60.00 TAX 0.00 CERT 0.00 COPIES 10.00 HANDLING 300.00	370.00 CASH 0.00 CHECK 0.00 CHARGE 0.00 DRAWDOWN 370.00 BILLED 0.00 REFUND 0.00

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DOS-1025 (11/89)

P. 002

fax Received: 05/17/2002 12:55PM for FINKELT \* Pg 2/5 CSC ALBANY

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Certificate of Merger  
of

CSC 45

FRANK'S NURSERY & CRAFTS, INC.

into

FNC HOLDINGS, INC.

Under Section 903 of the Business Corporation Law

It is hereby certified by the corporation named herein as the surviving corporation as follows:

FIRST: The name of the subsidiary corporation to be merged is Frank's Nursery & Crafts, Inc.. The name under which Frank's Nursery and Crafts, Inc. was formed is Frank's Nursery Sales, Inc. The name of the surviving corporation, is FNC Holdings, Inc. The name under which FNC Holdings, Inc. was formed is General Baking Company.

SECOND: The designation and number of outstanding shares of each class of the subsidiary corporation, as set forth in the plan of merger, are as follows:

DESIGNATION	NUMBER
<u>Common Stock, no par value</u>	<u>1,000 shares</u>

All 1,000 shares of the Common Stock, with no par value, of Frank's Nursery & Crafts, Inc. are owned by FNC Holdings, Inc.

THIRD: The merger will be effective on the date of filing of this certificate by the Department of State.

FOURTH: The Articles of Incorporation of Frank's Nursery & Crafts, Inc. were filed with the Department of State of the State of Michigan, on December 16, 1957. The certificate of incorporation of FNC Holdings, Inc. was filed by the Department of State on June 6, 1991. THE DATE THE MICHIGAN CORPORATION WAS AUTHORIZED IN NY WAS 11/30/1989.

FIFTH: The Board of Directors of the corporation named herein as the surviving corporation is deemed to have adopted the plan of merger pursuant to that certain order of the United States Bankruptcy Court for the District of Maryland confirming the Debtors' Second Amended Joint Plan of Reorganization, dated May 7, 2002 and in accordance with the provisions of Section 808 of the New York Business Corporation Law.

SIXTH: The merger of the subsidiary corporation into the surviving corporation is

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of Section 808 of the New York Business Corporation Law.

SIXTH: The merger of the subsidiary corporation into the surviving corporation is permitted under the laws of the jurisdiction of incorporation of the subsidiary corporation and is in compliance therewith.

SEVENTH: The Articles of Incorporation of Frank's Nursery & Crafts, Inc., a Michigan corporation, were filed with the Department of State of the State of Michigan on December 16, 1957. The Application for Authority in the State of New York of said corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on January 30, 1989.

IN WITNESS WHEREOF, this Certificate of Merger has been signed on behalf of the surviving corporation on this 16 day of May, 2002.

FNC HOLDINGS, INC.

Name: Larry T. Lakin  
Title: Vice Chairman & CFO

Property of Cook County Clerk's Office

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CERTIFICATE OF MERGER

OF

FRANK'S NURSERY & CRAFTS, INC.

INTO

FNC HOLDINGS, INC.

Section 905 of the Business Corporation Law

LCC

STATE OF NEW YORK  
DEPARTMENT OF STATE

MAY 17 2002

FILED  
TAX \$  
BY:

*[Signature]*

*[Handwritten mark]*

*[Handwritten mark]*

Filer: Willkie Farr & Gallagher  
787 Seventh Avenue  
New York, NY 10019-6099  
Cust. Ref#584940AJC

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CSC  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

=====

ENTITY NAME: NEW FRANK'S DELAWARE, INC.

DOCUMENT TYPE: MERGER (FOR. BUSINESS)  
PROCESS

COUNTY: ALBA

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

CONSTITUENT NAME: FNC HOLDINGS INC.

=====

FILED: 05/17/2002 DURATION: \*\*\*\*\* CASH#: 020517000800 FILM #: 020517000779

ADDRESS FOR PROCESS

EFFECT DATE

-----  
THE CORPORATION  
1175 WEST LONG LAKE ROAD  
TROY, MI 48098

-----  
05/17/2002

REGISTERED AGENT  
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FILER	FEES		PAYMENTS	
		370.00		370.00
	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	0.00
	CERT	0.00	CHARGE	0.00
	COPIES	10.00	DRAWDOWN	370.00
	HANDLING	300.00	BILLED	0.00
			REFUND	0.00

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DOS-1025 (11/89)

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Certificate of Merger

of

FNC HOLDINGS, INC.

into

NEW FRANK'S DELAWARE, INC.

Under Section 907 of the Business Corporation Law

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The name of the foreign constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is New Frank's Delaware, Inc. The name of the domestic constituent corporation, which is being merged into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is FNC Holdings, Inc. and the name under which it was formed is General Baking Company.

SECOND: As to each constituent corporation, the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, are as follows:

The only class or series of outstanding shares of New Frank's Delaware, Inc., is its Common Stock, par value \$0.001 per share, of which one (1) share is outstanding and entitled to vote.

The only class or series of outstanding shares of FNC Holdings, Inc., is its Common Stock, par value \$1.00 per share, of which thirty three million, eight hundred and one thousand, two hundred and four (33,801,204) shares are outstanding and entitled to vote.

THIRD: The merger herein certified will be effective on the date of filing of the certificate of merger by the department of state.

FOURTH: The merger herein certified was authorized in respect of the merged constituent corporation by order of the United States Bankruptcy Court for the District of Maryland (the "Order") confirming that certain Debtors' Second Amended Joint Plan of Reorganization, dated May 7, 2002 (the "Plan"). Its Board of Directors is deemed to have adopted the agreement setting forth the terms and conditions of the merger herein certified pursuant to Section 308 of the Business

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Reorganization, dated May 7, 2002 (the "Plan"). Its Board of Directors is deemed to have adopted the agreement setting forth the terms and conditions of the merger herein certified pursuant to Section 808 of the Business Corporation Law of the State of New York, the Order and the Plan.

FIFTH: The surviving foreign corporation, New Frank's Delaware, Inc., was incorporated under the laws of the State of Delaware on April 30, 2002. The Application for Authority in the State of New York of the surviving constituent corporation to transact business as a foreign corporation therein was filed by the Department of State of the State of New York on May 10, 2002.

SIXTH: The certificate of incorporation of the merged constituent corporation was filed by the Department of State of the State of New York on June 6, 1911.

SEVENTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving constituent corporation and is in compliance with said laws.

EIGHTH: The surviving constituent corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged constituent corporation, for the enforcement of any liability or obligation of the surviving constituent corporation for which the surviving constituent corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, subject to the provisions of the Order, of the right of shareholders of the merged constituent corporation to receive payment for their shares against the surviving constituent corporation.

NINTH: The shareholders of the merged constituent corporation are not entitled to any payment under the Agreement and Plan of Merger by and between the merged constituent corporation and the surviving constituent corporation, the Order and the Plan.

TENTH: The surviving constituent corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which the said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is:

1175 West Long Lake Road  
Troy, Michigan 48098

ELEVENTH: Each of the constituent domestic corporations hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation

and Finance of the State of New York which are now due and payable by each constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by each constituent domestic corporation. The said report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the said Department of Taxation and Finance by each constituent domestic corporation.

Signed on May 16 2002

FNC HOLDINGS, INC.

By: [Signature]  
Name: Larry T. Lakin  
Title: Vice Chairman & CFO

NEW FRANK'S DELAWARE, INC.

By: [Signature]  
Name: Larry T. Lakin  
Title: Vice Chairman & CFO

Property of Cook County Clerk's Office

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CSC 45

CERTIFICATE OF MERGER

OF

FNC HOLDINGS, INC.

INTO

NEW FRANK'S DELAWARE INC.

Section 907 of the Business Corporation Law

Property of Cook County Clerk's Office

*[Handwritten signature]*

*lce*

STATE OF NEW YORK  
DEPARTMENT OF STATE

MAY 17 2002

FILED  
TAXS  
BY: *[Signature]*

Filer: Willkie Farr & Gallagher  
787 Seventh Avenue  
New York, NY 10019-6099  
Cust. Ref#584940AJC

DRAWDOWN

*ALBANY*

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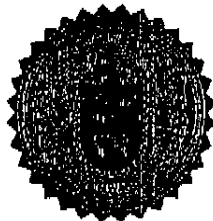
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT "FRANK'S NURSERY & CRAFTS, INC."

FIRST: THAT "FRANK'S NURSERY & CRAFTS, INC.", A CORPORATION DULY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MICHIGAN, FILED IN THIS OFFICE THE SEVENTEENTH DAY OF MAY, A.D. 2002, AT 12:30 O'CLOCK P.M., A CERTIFICATE OF SURRENDER OF AUTHORITY AND WITHDRAWAL FROM THE STATE OF DELAWARE.

SECOND: THAT THE AUTHORITY OF THE SAID "FRANK'S NURSERY & CRAFTS, INC.", IS HEREBY REVOKED AND ITS LICENSE TO DO BUSINESS IN THE STATE OF DELAWARE IS HEREBY CANCELLED.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2187193 8100W

AUTHENTICATION: 1783387

020317315

DATE: 05-17-02

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:30 PM 05/17/2002  
020317315 - 2187193

CERTIFICATE OF SURRENDER OF AUTHORITY AND WITHDRAWAL  
OF  
FRANK'S NURSERY & CRAFTS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:

Frank's Nursery & Crafts, Inc.

2. The corporation hereby surrenders its authority to transact business as a foreign corporation in the State of Delaware and withdraws therefrom.

3. The following is the address to which the Secretary of State of the State of Delaware may mail any process against the corporation that may be served upon the Secretary of State of the State of Delaware:

1175 West Long Lake Road  
Troy, Michigan 48098

Dated: May 16, 2002

By: 

Name: LARRY T. LAKIN

Title: Vice Chairman & CFO

UNOFFICIAL COPY

Delaware

PAGE 1

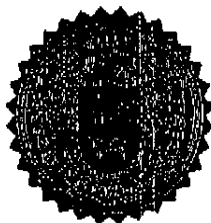
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FNC HOLDINGS, INC.", A NEW YORK CORPORATION,

WITH AND INTO "NEW FRANK'S DELAWARE, INC." UNDER THE NAME OF "FRANK'S NURSERY & CRAFTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF MAY, A.D. 2002, AT 12:31 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3516509 8100M

AUTHENTICATION: 1783396

020317328

DATE: 05-17-02

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:31 PM 05/17/2002  
020317928 - 3516509

## CERTIFICATE OF MERGER

OF

FNC HOLDINGS, INC.

AND

NEW FRANK'S DELAWARE, INC.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) FNC Holdings, Inc., which is incorporated under the laws of the State of New York; and

(ii) New Frank's Delaware, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by FNC Holdings, Inc. in accordance with the laws of the State of its incorporation and by New Frank's Delaware, Inc. in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is New Frank's Delaware, Inc., which will continue its existence as said surviving corporation under the name Frank's Nursery & Crafts, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of New Frank's Delaware, Inc. is to be amended and changed by reason of the merger herein certified by striking out article One thereof, relating to the name and by substituting in lieu thereof the following article:

**"ONE:** The name of the Corporation is "Frank's Nursery & Crafts, Inc." (the "Corporation")."

and said Certificate of Incorporation as so amended and changed shall continue to be the

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Certificate of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

1175 West Long Lake Road  
Troy, Michigan 48098

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of FNC Holdings, Inc. consists of 101,000,000 shares consisting of 100,000,000 shares of Common Stock of a par value of \$1.00 each and 1,000,000 shares of Preferred Stock of a par value of \$1.00 each.

Dated: May 16, 2002.

FNC HOLDINGS, INC.

By: 

Name: Larry T. Lakin  
Title: Vice Chairman & CFO

Dated: May 16, 2002

NEW FRANK'S DELAWARE, INC.

By: 

Name: Larry T. Lakin  
Title: Vice Chairman & CFO

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