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ARTICLES OF MERGER
Merger Sheet

MERGING:

ROOMS TO GO MIAMI CORP., a Florida corporation, V58649

ROOMS TO GO FLORIDA CORP., a Florida corporation, L98178

JEFFREY'S ROOMS TO GO INC., a Florida corporation, L98179

INTO

R.T.G. FURNITURE CORP., a Florida corporation, L98356

File date: January 30, 1998, effective January 31, 1998

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida Business Corporation Act, ROOMS TO GO MIAMI CORP. ("RTG Miami"), ROOMS TO GO FLORIDA CORP. ("RTG Florida"), JEFFREY'S ROOMS TO GO INC. ("Jeffrey's") and R.T.G. FURNITURE CORP. ("Survivor") adopt the following Articles of Merger for the purpose of merging RTG Miami, RTG Florida and Jeffrey's into the Survivor, the latter of which is to survive the merger.

ARTICLE I

The Plan of Merger is attached as Exhibit "A."

EFFECTIVE DATE
1-31-98

ARTICLE II

Effective time and date of the merger shall be 11:59 p.m. (Tampa, Florida time) January 31, 1998.

ARTICLE III

RTG Miami, RTG Florida and Jeffrey's, each, adopted the Plan of Merger effective as of January 31, 1998 by unanimous vote of the Board of Directors and sole Shareholder at a joint meeting of the Board of Directors and sole Shareholder on January 29, 1998, respectively, pursuant to Sections 607.0820, 607.0702 and 607.1103 of the Florida Business Corporation Act. The Survivor adopted the Plan of Merger effective as of January 31, 1998 by unanimous vote of the Board of Directors and sole Shareholder at a joint meeting of the Board of Directors and sole Shareholder on January 29, 1998, pursuant to Sections 607.0820, 607.0702 and 607.1103 of the Florida Business Corporation Act. All issued and outstanding shares of all classes of capital stock of the corporations are owned by Jeffrey Seaman. Each corporation has issued and outstanding only one class of common stock; no other class of stock was or is issued and outstanding. As sole shareholder of each of the corporations, Jeffrey Seaman voted all of his shares of each corporation for said Plan of Merger and no shares were voted against, constituting a sufficient number of votes of each of the corporations to approve the merger as to each of the corporations.

Prepared by: Andrew L. McIntosh
Florida Bar No. 0881041
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IN WITNESS WHEREOF, the undersigned have executed this document as of the 31st day of January, 1998.



Larry Schwartz
as Vice President of Rooms To Go Miami Corp.



Larry Schwartz
as Vice President of Rooms To Go Florida Corp.



Larry Schwartz
as Vice President of Jeffrey's Rooms To Go Inc.



Larry Schwartz
as Vice President of R.T.G. Furniture Corp.

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Exhibit A**PLAN OF MERGER**

ROOMS TO GO FLORIDA CORP., a Florida corporation ("RTG Florida"), **JEFFREY'S ROOMS TO GO INC.**, a Florida corporation ("Jeffrey's"), **ROOMS TO GO MIAMI CORP.**, a Florida corporation ("RTG Miami"), and **R.T.G. FURNITURE CORP.**, a Florida corporation (the "Survivor"), hereby adopt the following plan of merger pursuant to Section 607.1101 of the Florida Business Corporation Act.

- a) The names of each corporation planning to merge are:

- (i) Rooms To Go Florida Corp.
- (ii) Jeffrey's Rooms To Go Inc.
- (iii) Rooms To Go Miami Corp.
- (iv) R.T.G. Furniture Corp.

- b) The name of the surviving corporation is:

R.T.G. Furniture Corp.

- c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of RTG Florida, Jeffrey's and RTG Miami shall cease and the Survivor shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of each of RTG Florida, Jeffrey's and RTG Miami without the necessity for any separate transfer. The Survivor shall thereafter be responsible and liable for all obligations of each of RTG Florida, Jeffrey's and RTG Miami and neither the rights of the creditors nor any liens on the property of RTG Florida, Jeffrey's or RTG Miami shall be impaired by the merger.

- d) The manner and basis of converting the shares of each corporation shall be as follows:

On the effective date of the merger:

- (i) Each share of the Survivor's stock that is outstanding immediately prior to the effectiveness of the merger shall be unchanged upon the effectiveness of the merger,

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- (ii) Each share of stock of each of RTG Florida, Jeffrey's and RTG Miami that is outstanding immediately prior to the effectiveness of the merger shall be surrendered and cancelled upon the effectiveness of the merger, and
- (iii) The articles of incorporation of R.T.G. Furniture Corp. will be the articles of incorporation of the survivor.
- e) The assets of each of RTG Florida, Jeffrey's and RTG Miami shall be reported in the accounts of the Survivor at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus, and earned surplus of RTG Florida, Jeffrey's and RTG Miami and the Survivor shall be, respectively, the stated capital, capital surplus, and earned surplus of the Survivor.
- f) Effective time and date of the merger shall be 11:59 p.m. (Tampa, Florida time), January 31, 1998.