

**L98356**

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**MERGER OR SHARE EXCHANGE**

**R.T.G. FURNITURE CORP.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 30, 2004

R.T.G. FURNITURE CORP.  
11540 HWY 92 E  
SEFFNER, FL 33584US

SUBJECT: R.T.G. FURNITURE CORP.  
REF: L98356

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The articles of merger must be included as well.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Carol Mustain  
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**ARTICLES OF MERGER**  
**RTG CORP. HOLDINGS, INC.**  
**INTO**  
**R.T.G. FURNITURE CORP.**

The following Articles of Merger are being submitted in accordance with Section 607.1109 of the Florida Business Corporation Act (the "Act").

**ARTICLE 1**  
**MERGING PARTIES**

The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Florida Document Number	FEI Number
RTG Corp. Holdings, Inc. 400 Perimeter Center Terrace Suite 800 Atlanta, Georgia 30346	Texas	Corporation	N/A	14-1864351

**ARTICLE 2**  
**SURVIVING PARTY**

The exact name, street address of its principal office, jurisdiction and entity type for the surviving party are as follows:

Name and Street Address	Jurisdiction	Entity Type	Florida Document Number	FEI Number
R.T.G. Furniture Corp.	Florida	Corporation	198356	59-3029388

**ARTICLE 3**  
**PLAN OF MERGER**

The attached Plan of Merger meets the requirements of Section 607.1108 of the Act and was approved by each domestic corporation that is a party to the merger in accordance with the Act and by the other business entity that is a party to the merger in accordance with the respective laws of the applicable jurisdiction.

**ARTICLE 4**  
**MERGER IS PERMITTED**

The merger is permitted under the respective laws of all applicable jurisdictions.

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**ARTICLE 5**  
**EFFECTIVE DATE**

The Effective Date of the Merger is December 31, 2004.

**ARTICLE 6**  
**EXECUTION**

The Articles of Merger company and were signed in accordance with the laws of each party's applicable jurisdiction.

Dated this 21 day of December, 2004

**R.T.G. FURNITURE CORP.**

By: \_\_\_\_\_

Lewis Stein, Vice President

**RTG CORP. HOLDINGS, INC.**

By: \_\_\_\_\_

Lewis Stein, Vice President

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**PLAN AND AGREEMENT OF MERGER  
MERGING  
RTG CORP. HOLDINGS, INC.  
INTO  
R.T.G. FURNITURE CORP.**

This Plan and Agreement of Merger (the "Plan") is adopted as of December 20, 2004, by RTG CORP. HOLDINGS, INC., a Texas corporation (the "Merging Company") and R.T.G. FURNITURE CORP., a Florida corporation (the "Survivor").

1. **The Merging Company:** The name of the Merging Company is RTG Corp. Holdings, Inc., a Texas corporation, whose address is 11540 U.S. Highway 92 East, Seffner, Florida 33584.

2. **The Survivor:** The name of the survivor is R.T.G. Furniture Corp., a Florida corporation, whose address is 11540 U.S. Highway 92 East, Seffner, Florida 33584.

3. **Merger:** The Merging Company will be merged into the Survivor. Thus, after the merger, on the Effective Date: (a) the Merging Company and the Survivor will consist solely of the Survivor, a single corporation; (b) the Survivor will survive and continue after the merger; (c) the separate existence of the Merging Company will cease; and (d) all assets and liability of the Merging Company will become automatically, by operation of law, assets and liabilities of the Survivor.

4. **Effective Date:** The merger will be effective on December 31, 2004.

5. **Cancellation of Merging Company Stock:** Upon the Effective Date, the issued and outstanding shares of capital stock of the Merging Company will be canceled and all rights in respect thereof will be canceled and the issued and outstanding stock of the Survivor will remain issued and outstanding.

6. **Further Assurance of Title:** If at any time the Survivor considers or is advised that any acknowledgments or assurance in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Survivor any right, title or interest of the Merging Company held immediately prior to the effective date, the Survivor and its proper officers and directors may sign and deliver all such acknowledgments or assurances of law and of all things necessary or proper to acknowledge or confirm such right, title or interest in the Survivor as may be necessary to carry out the purposes of this Plan and the Survivor and its proper officers and directors are fully authorized to take any and all such action in the name of the Merging Company or otherwise.

Intending to be bound, the parties sign below:

RTG CORP HOLDINGS, INC.

By: \_\_\_\_\_

Lewis Stein, Vice President

R.T.G. FURNITURE CORP.

By: \_\_\_\_\_

Lewis Stein, Vice President