



m76673

FILED
02 OCT -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 768756 7197430
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

ORDER DATE : October 2, 2002
ORDER TIME : 1:03 PM
ORDER NO. : 768756-010
CUSTOMER NO: 7197430
CUSTOMER: Ms. Leslie A. Powell
Ferrante & Associates
126 Prospect Street
Cambridge, MA 02139

Merger

RECEIVED
02 OCT -3 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

TFC/S4, INC.

700008182977-5

INTO

CLOSET TAMERS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS:

AR

10/8/02
**02250, 02633, 00524, 00672*

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TFC - S4, INC., a Florida corporation P02000099078

INTO

CLOSET TAMERS, INC., a Florida entity, M76673.

File date: October 3, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 3, 2002

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: CLOSET TAMERS, INC.
Ref. Number: M76673

We have received your document for CLOSET TAMERS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please fill in the date at the top of page 2 first paragraph.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 202A00055773

ARTICLES OF MERGER

OF

TFC - S4, INC.

AND

CLOSET TAMERS, INC.

FILED
02 OCT -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

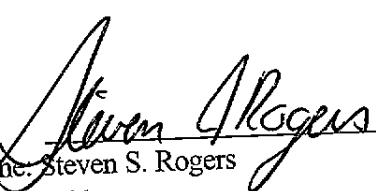
Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging TFC - S4, Inc. with and into Closet Tamers, Inc. as approved and adopted by written consent of the shareholders of TFC - S4, Inc. entitled to vote thereon given on October 1, 2002, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Closet Tamers, Inc. entitled to vote thereon given on October 1, 2002, in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.
2. Closet Tamers, Inc. will continue its existence as the surviving corporation under the name Closet Tamers, Inc. pursuant to the provisions of the Florida Business Corporation Act.
3. The effective time and date of the merger herein shall provided for shall be on filing with the Florida Secretary of State.

Executed on the 1 day of October, 2002.

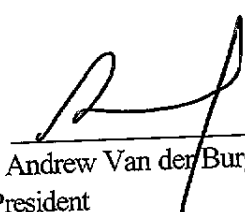
TFC - S4, INC.

By:


Name: Steven S. Rogers
Title: President

CLOSET TAMERS, INC.

By:


Name: Andrew Van der Burgt
Title: President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 1 day of October, 2002, by and between Closet Tamers, Inc. ("CTI"), a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and TFC - S4, Inc. ("TFC - S4"), a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date.

RECITALS

- A. CTI and TFC - S4 (individually sometimes called a "Constituent Corporation" and together called the "Constituent Corporations") desire that TFC - S4 merge with and into CTI with CTI being the surviving corporation.
- B. TFC - S4 is a Florida corporation duly organized, validly existing and in good standing under the laws of the State of Florida and is authorized by the Secretary of State of the State of Florida to conduct a business, with authorized capital of 1,000 shares of common stock of which, on the date hereof, there are 100 shares issued and outstanding ("TFC - S4 Common Stock");
- C. CTI is an Florida corporation duly organized, validly existing and in good standing under the laws of the State of Florida, and is authorized by the Department of State of the State of Florida to conduct a business, with authorized capital of 7500 shares of common stock of which, on the date hereof, there are 98 shares issued and outstanding ("CTI Common Stock").
- D. The respective boards of directors of CTI and TFC - S4 deem it desirable and in the best interest of their respective corporations and stockholders to merge TFC - S4 with and into CTI as provided in this Agreement pursuant to the provisions of the provisions of Florida Business Corporation Act and that CTI be the surviving corporation (the "Surviving Corporation").

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the parties do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

ARTICLE 1. THE MERGER

1.1 Upon consummation of the merger contemplated herein, at the Effective Time (as defined in Article 4.0 hereof), and pursuant to the provisions of the Florida Business Corporation, TFC - S4 shall be merged with and into CTI which shall thereupon be the surviving corporation, and which shall continue to exist as said surviving corporation pursuant to the provisions of the Florida Business Corporation Act (the "Merger"). The separate corporate existence of TFC - S4 shall cease upon the Effective Time in accordance with the provisions of the Florida Business Corporation Act.

ARTICLE 2. THE NAME

2.1 The name of the surviving corporation shall be "Closet Tamers, Inc."

ARTICLE 3. ARTICLES OF INCORPORATION

3.1 The Articles of Incorporation of CTI, as in effect immediately prior to the Effective Time provided for in this Agreement shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

ARTICLE 4. EFFECTIVE TIME

4.1 The Merger will become effective upon the filing of a copy of this Agreement and all other requisite accompanying certificates in the office of the Department of State of the State of Florida. The date and time of such filing with the Department of State of the State of Florida is referred to herein as the "Effective Time". The Merger will become effective in the State of Florida upon the filing of a copy of this Agreement and all other requisite accompanying certificates in the office of the Florida Division of Corporations of the State of Florida.

ARTICLE 5. BY-LAWS

5.1 The By-Laws of CTI as in effect immediately prior to the Effective Time, shall at and after the Effective Time, continue to be the By-Laws of the Surviving Corporation until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

ARTICLE 6. DIRECTORS AND OFFICERS

6.1 The board of directors and officers of CTI immediately prior to the Effective Time shall, at and after the Effective Time, serve as the board of directors and officers of the Surviving Corporation until its next annual meeting of shareholders or until such time as their successors have been elected and qualified.

ARTICLE 7. RIGHTS AND DUTIES OF SURVIVING CORPORATION

7.1 At and after the Effective Time, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of TFC - S4 shall be transferred to, vested in and devolved upon the surviving corporation without further act or deed and all property rights, and every other interest of surviving corporation and TFC - S4 shall be effectively the property of the surviving corporation as they were of the surviving corporation and

TFC - S4, respectively. All rights of creditors of TFC - S4 and all liens upon any property of TFC - S4 shall be preserved unimpaired, and all debts, liabilities, obligations and duties of TFC - S4 may be enforced against the surviving corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Time, the last acting officers of TFC - S4, or the corresponding officers of the surviving corporation, may, in the name of TFC - S4, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as the surviving corporation may deem necessary or desirable in order to vest in the surviving corporation title to and possession of any property of TFC - S4 acquired or to be acquired by reason of or as a result of the Merger and otherwise to carry out the intents and purposes hereof, and the proper officers and directors of the surviving corporation are fully authorized in the name of TFC - S4 or otherwise to take any and all such action.

ARTICLE 8. CONVERSION OF SHARES

8.1 In and by virtue of the Merger and at the Effective Time, pursuant to this Agreement, the shares of each of the Constituent Corporations shall be converted into the shares or other securities of the Surviving Corporation as follows:

- (a) Effect on TFC - S4 Stock:
 - (i) Each share of TFC - S4 Common Stock that is issued and outstanding (other than shares of TFC - S4 Common Stock, if any, held in the treasury of TFC - S4) immediately prior to the Effective Time, on and after the Effective Time, shall automatically, by virtue of the Merger and without further action, cease to exist and shall be converted into one (1) share of CTI Common Stock. There shall not be any issued and outstanding stock of TFC - S4 that will not be so converted.
 - (ii) Each share of TFC - S4 Common Stock, if any, that shall then be held in the treasury of TFC - S4 immediately prior to the Effective Time, on and after the Effective Time, shall automatically, by virtue of the Merger and without further action, cease to exist and all certificates representing such shares shall be canceled.
 - (iii) On or after the Effective Time of the Merger, each holder of an outstanding certificate representing shares of TFC - S4 Common Stock shall surrender the same to CTI and each holder shall be entitled upon such surrender to receive certificates for the number of shares of CTI Common Stock on the basis provided herein. Until so surrendered, the outstanding shares of the capital stock of TFC - S4 to be converted into the capital stock of CTI as provided herein may be

treated by CTI for all corporate purposes as evidencing the ownership of shares of CTI, as though said surrender and exchange had taken place.

(b) Effect on CTI Stock:

(i) Each share of CTI Stock issued and outstanding immediately prior to the Effective Time shall be unaffected and continue to be shares of the Surviving Corporation.

ARTICLE 9. SHAREHOLDER APPROVAL

9.1 The Agreement herein made and approved shall be submitted to the shareholders of TFC - S4 and to the shareholders of CTI for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

ARTICLE 10. MISCELLANEOUS

10.1 **GOVERNING LAW.** This Agreement and Plan of Merger has been executed in the State of Florida, and the laws of the State of Florida shall govern the validity and interpretation hereof and the performance by the parties hereto.

10.2 **NOTICE.** CTI hereby (i) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of TFC - S4 and in any proceeding for the enforcement of the rights of a dissenting stockholder of TFC - S4, and (ii) irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such proceeding.

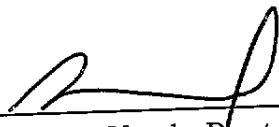
10.3 **FURTHER ACTION.** CTI and TFC - S4 each agree to execute and deliver such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in order to consummate or implement the transactions contemplated by this Agreement.


10.4 **SUCCESSORS AND ASSIGNS.** This Agreement and Plan of Merger shall be binding upon and enforceable by the parties hereto and their respective successors, assigns and transferees, but this Agreement and Plan of Merger may not be assigned by either party without the written consent of the other.

10.5 **TERMINATION.** This Agreement may, by the mutual consent and action of the boards of directors of TFC - S4 and CTI, be abandoned at any time before or after approval thereof by the shareholders of TFC - S4, but not later than the filing of this Agreement with the Secretary of State of the State of Florida.

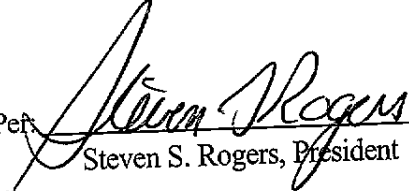
IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, have caused this Agreement and Plan of Merger to be executed by their respective President and Secretary effective this 1 day of October, 2002.

CLOSET TAMERS, INC.

Per: 
Andrew Van der Burgt, President

Per: 
Paul W. Clements, Secretary

TFC - S4, INC.

Per: 
Steven S. Rogers, President

Per: 
Paul W. Clements, Secretary