

PO6000074981

(Requestor's Name)

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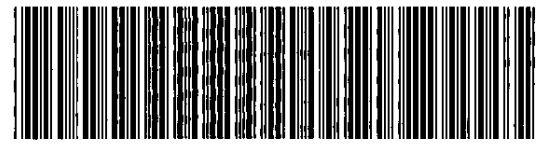
(Business Entity Name)

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10 JUN 23 AM 8:31

Menger/CC
@ 6/24/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CABINET DESIGN STUDIO, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

GARY PACKARD
Contact Person

CABINET DESIGN STUDIO, INC.
Firm/Company

787 COMMERCE DRIVE, UNIT 17
Address

VENICE, FL. 34292
City/State and Zip Code

CABINETDESIGNSTUDIO@COMCAST.NET
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GARY PACKARD At (941) 488-8413
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CABINET DESIGN STUDIO, INC.</u>	<u>FLORIDA</u>	<u>P06000074981</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>A & R CABINET INSTALLATION, INC.</u>	<u>FLORIDA</u>	<u>P03000121710</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ / _____ / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____

6/21/10 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____

6/21/10 and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

In order to consolidate compatible business activities, simplify business recordkeeping and eliminate the duplication of business administrative functions, the parties hereto have adopted this plan of reorganization.

This Agreement and Plan of Merger is made this JUNE 21, 2010 between A&R CABINET INSTALLATION, INC. a Florida corporation and CABINET DESIGN STUDIO, INC. a Florida corporation.

A&R CABINET INSTALLATION, INC. is a Florida corporation with its principal place of business located in VENICE, FL is authorized to issue 10,000 shares of common stock, par value \$1.00, of which 3,000 are issued and outstanding as of the date of this Agreement.

CABINET DESIGN STUDIO, INC. is a Florida Corporation with its principal place of business located in VENICE, FL is authorized to issue 10,000 shares of common stock, par value \$1.00, of which 360 are issued and outstanding as of the date of this Agreement.

The Boards of Directors of A&R CABINET INSTALLATION, INC. and CABINET DESIGN STUDIO, INC. agree that it is in the best business interests of the corporations and their shareholders that A&R CABINET INSTALLATION, INC. be merged into CABINET DESIGN STUDIO, INC., in accordance with the terms and conditions of this Agreement and Plan of Merger, in such a manner that this transaction qualifies as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code, as amended.

Therefore, in consideration of the mutual covenants set forth in this Agreement and subject to the terms and conditions of this Agreement, the parties agree as follows:

1. A&R CABINET INSTALLATION, INC. shall merge with and into CABINET DESIGN STUDIO, INC., which shall be the surviving corporation.
2. On the effective date of the merger, the separate existence of A&R CABINET INSTALLATION, INC. shall cease, and CABINET DESIGN STUDIO, INC. shall succeed to all the rights, privileges, immunities, and all the property, real, personal or mixed of A&R CABINET INSTALLATION, INC. without the necessity for any separate transfer. CABINET DESIGN STUDIO, INC. shall thereafter be responsible and liable for all liabilities and obligations of A&R CABINET INSTALLATION, INC., and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger. The basis of all property received by the surviving corporation shall be the basis of the property in the absorbed corporation on the effective date of the merger.

3. Each share of the common stock of A&R CABINET INSTALLATION, INC. issued and outstanding as of the effective date of the merger shall be converted into an equal number of shares of common stock of CABINET DESIGN STUDIO, INC. on a one-for-one basis.
Upon the effective date of the merger, holders of outstanding stock of A&R CABINET INSTALLATION, INC. shall surrender their shares to CABINET DESIGN STUDIO, INC. and shall thereafter be issued new shares of CABINET DESIGN STUDIO, INC. stock in exchange.
4. The Articles of Incorporation of CABINET DESIGN STUDIO, INC. shall continue to be its articles of incorporation following the effective date of the merger.
5. The bylaws of CABINET DESIGN STUDIO, INC. shall continue to be its bylaws following the effective date of the merger.
6. The directors and officers of CABINET DESIGN STUDIO, INC. on the effective date of the merger shall continue as the directors and officers of CABINET DESIGN STUDIO, INC. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.
7. Neither A&R CABINET INSTALLATION, INC. nor CABINET DESIGN STUDIO, INC. 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 each corporation may take all action necessary or appropriate under federal or state law to consummate this merger.
8. This Agreement and Plan of Merger shall be submitted for approval of the shareholders of A&R CABINET INSTALLATION, INC. and CABINET DESIGN STUDIO, INC., such approval to be obtained on or before JUNE 21, 2010.
9. The effective date of this merger shall be the date when a certificate of merger is issued by the Secretary of State of the State of Florida.

In witness whereof, the parties have executed this Agreement and Plan of Merger as of the date set forth above.

A&R CABINET INSTALLATION, INC.
by: Robert Mauldin
President

CABINET DESIGN STUDIO, INC.
by: Robert Mauldin
President

Attest:

Gay Peltz
Secretary

Gay Peltz
Secretary