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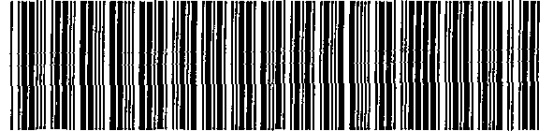
(Business Entity Name)

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Merged

FILED  
03 MAY 29 PM 4:37  
TALLAHASSEE, FLORIDA

AJR & SP  
5/30/03

**CT CORPORATION**

May 29, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5860239 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Homeowners Warehouse, Inc. (FL)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

*Katrina Forsman*

Katrina Forsman  
Fulfillment Specialist  
Katrina\_Forsman@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
OF  
HOMEOWNERS WAREHOUSE, INC.  
INTO  
SERVICE MERCHANDISE COMPANY, INC.

FILED  
03 MAY 29 PM 4:37  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Law (the "FBCA") pursuant to Sections 607.1104 and 607.1107.

1. The name and jurisdiction of the "Surviving Corporation":  

<u>Name</u>	<u>Jurisdiction</u>
SERVICE MERCHANDISE COMPANY, INC.	Tennessee
2. The name and jurisdiction of the "Merging Corporation":  

<u>Name</u>	<u>Jurisdiction</u>
HOMEOWNERS WAREHOUSE, INC.	Florida

3. The following is the Plan of Merger for merging Homeowners Warehouse, Inc. into Service Merchandise Company, Inc. as approved pursuant to Section 7.2 of the First Amended Joint Plan of Service Merchandise Company, Inc. and its Affiliate Debtors, dated April 4, 2003 (as such plan may be amended, supplemented, or modified from time to time and confirmed on May 13, 2003, by the United States Bankruptcy Court for the Middle District of Tennessee Nashville Division (the "Reorganization Plan")) and, pursuant to Section 15.6 of the Reorganization Plan, the Plan of Merger is authorized and approved in all respects without any requirement of further action of the security holders (including stockholders) of each of Homeowners Warehouse, Inc. and Service Merchandise Company, Inc..

"1. Service Merchandise Company, Inc., which is a business corporation of the State of Tennessee and is the parent corporation and the owner of all of the outstanding shares of Homeowners Warehouse, Inc. which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Homeowners Warehouse, Inc. into Service Merchandise Company, Inc. pursuant to the provisions of the Tennessee Business Corporation Act.

"2. The separate existence of Homeowners Warehouse, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the FBCA; and Service Merchandise Company, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Tennessee Business Corporation Act.

"3. The issued shares of Homeowners Warehouse, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of Service Merchandise Company, Inc. are hereby authorized, empowered, and directed to do any and all acts and things,

and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into any of the provisions of this Plan of Merger or of the merger herein provided for."

4. Service Merchandise Company, Inc. is the owner of the issued shares of Homeowners Warehouse, Inc., and Service Merchandise Company, Inc. waived the mailing of a copy of the Plan of Merger.


5. The name of the Surviving Corporation is Service Merchandise Company, Inc.

6. The merger shall become effective immediately upon filing of these Articles of Merger.

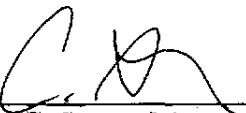
[Signatures on following page.]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of May 27, 2003, and is being filed in accordance with Section 607.1105 of the Florida Business Corporation Act by an authorized person of the Surviving Corporation.

SERVICE MERCHANDISE COMPANY,  
INC.

By:   
Name: C. Steven Moore  
Title: President

HOMEOWNERS WAREHOUSE, INC.

By:   
Name: C. Steven Moore  
Title: President