



525990

ACCOUNT NO. : 072100000032
REFERENCE : 806930 4351925
AUTHORIZATION : Patricia Pigato
COST LIMIT : \$ 70.00

FILED
02 FEB 13 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 13, 2002
ORDER TIME : 10:34 AM
ORDER NO. : 806930-005
CUSTOMER NO: 4351925
CUSTOMER: Frank J. Yong, Esq
Cone & Yong, P.a.
701 Fisk Street
Suite 110
Jacksonville, FL 32204

RECEIVED
02 FEB 13 PM 12:21
SECRETARY OF STATE
DEPARTMENT OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

TURNER HARDWARE, INC.

000004915850--4

INTO

TURNER HARDWARE BEACHES, INC.

C. Coulllette FEB 15 2002

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TURNERS HARDWARE INC., a Florida corporation, 243146

INTO

TURNER HARDWARE BEACHES, INC., a Florida entity, S25990.

File date: February 13, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 13, 2002

CSC
ATTN: SUSIE
TALLAHASSEE, FL

SUBJECT: TURNERS HARDWARE INC.
Ref. Number: 243146

RESUBMIT
Please give original
submission date as file date.

We have received your document for TURNERS HARDWARE INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following: ✓ no

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 202A00008977

RECEIVED
02 FEB 15 PM 4:23
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
TURNER HARDWARE BEACHES, INC.
AND
TURNERS HARDWARE, INC.**

FILED
02 FEB 13 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, officers of **Turner Hardware Beaches, Inc.**, a Florida corporation (hereinafter referred to as "Beaches"), and **Turners Hardware, Inc.**, a Florida corporation (hereinafter referred to as "Turner"), respectfully submit these Articles of Merger pursuant to the requirements of Florida Statutes ' 607.1105 in order to consummate the merger of the corporations and set forth as follows:

I. The names of the corporations being merged are Turner Hardware Beaches, Inc. and Turners Hardware, Inc.

1. Beaches shall be the surviving corporation as the result of merger.
2. The merger will be consummated by exchanging one (1) share of Turner for .75 shares of Beaches.
3. All of the issued and outstanding shares of common stock of Turner will be canceled in exchange for the issuance of 180 shares of Beaches \$1.00 par value common stock.
4. Pursuant to the Plan of Merger, Turner corporate assets and liabilities will be transferred and assumed by Cattle, and the separate corporate existence of Turner shall cease.
5. The merger has been unanimously approved by all of the shareholders of the Turner corporation and all of the Beaches shareholders via an Action by Consent, dated February 12, 2002.
6. The effective date of the merger shall be when filed with the office of the Secretary of State.

PLAN OF MERGER

Plan of Merger for **TURNER HARDWARE BEACHES, INC.** a Florida corporation (hereinafter referred to as "Beaches"), and **TURNERS HARDWARE, INC.**, a Florida corporation (hereinafter referred to as "Turner"), pursuant to the requirements of Florida Statutes, Section 607.1101 the Plan of Merger is set forth as follows:

1. The names of the corporations being merged are Turner Hardware Beaches, Inc. and Turners Hardware, Inc.
2. As a result of the merger, Beaches will be the surviving corporation.
3. As a result of the merger, all of the issued and outstanding common stock of Turner will be redeemed in exchange for 180 shares of Beaches \$1.00 par value common stock.
4. The merger will be conditioned upon the approval of one hundred percent (100%) of the outstanding shares of Turner=s and Beaches=s shareholders.
5. As a result of the merger, the Turner corporate assets and liabilities will be transferred and assumed by Beaches and the separate corporate existence of Turner shall cease.
6. Beaches=s shareholders shall waive any preemptive rights which they may have had to purchase additional shares and consent to the issuance of shares as set forth in this Plan of Merger.
7. The benefits of merging the two corporations will be cost savings.
8. The merger will be a tax-free reorganization pursuant to ' 368(a)(1)(A) of the Internal Revenue Code of 1986.
9. Immediately after the merger, Beaches will spin off the Arlington store inventory, receivables from Beaches and cash of \$470,000.00 to a new subsidiary, then to Steven Gary Turner in redemption of his stock in Beaches in a ' 355 transaction.

IN WITNESS WHEREOF, these Articles of Merger have been executed on this 30th day of February, 2002.

TURNER HARDWARE BEACHES, INC.
a Florida corporation

By: Mary L. Turner
Mary L. Turner, President

Attested to By: Shelby L. Turner
Shelby L. Turner, Secretary

TURNERS HARDWARE, INC.
a Florida corporation

By: Mary L. Turner
Mary L. Turner, President

Attested to By: Shelby L. Turner
Shelby L. Turner, Secretary