

F93000001823

Document Number Only

C T Corporation System
 Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301
 City State Zip Phone

CORPORATION(S) NAME

600002847596--4
 -04/22/99--01065--035
 *****78.75 *****78.75

Maxwell Home Furnishings, Inc

Merged into:

Aristar, Inc

EFFECTIVE DATE
6/30/99

99 APR 22 PM 3:34
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

RECEIVED
 APR 22 12:27
 TALLAHASSEE, FLORIDA

- Profit
- NonProfit
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- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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4/22/99

*00789, 00524, 00672
 merger sp
 4/27/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

MAXWELL HOME FURNISHINGS, INC., a Fl corp., 184868

INTO

ARISTAR, INC., a Delaware corporation, F93000001823

File date: April 22, 1999, effective June 30, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

*Walk IN
Pick up
4/26*

April 23, 1999

Please back date

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: ARISTAR, INC.
Ref. Number: F93000001823

We have received your document for ARISTAR, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please give the date of adoption by the shareholders of Aristar, Inc. or include a statement that shareholder action was not required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 399A00021477

RECEIVED

99 APR 26 PM 2:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

99 APR 22 PM 3: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
MAXWELL HOME FURNISHINGS, INC.
with and into
ARISTAR, INC.

EFFECTIVE DATE
6/30/99

Pursuant to §§ 607.1105 and 607.1107, Florida Statutes, the undersigned corporation hereby executes and adopts the following Articles of Merger:

1. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Plan of Merger dated March 31st, 1999 which sets forth the terms of the merger of, Maxwell Home Furnishings, Inc, a Florida corporation ("MHF") with and into Aristar, Inc., a Delaware corporation ("Aristar").

2. The effective date of the merger shall be June 30, 1999.

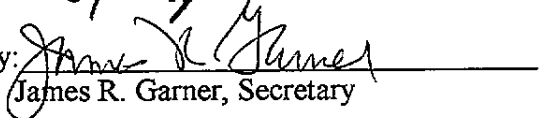
3. The merger and the Plan of Merger were duly authorized and adopted by the boards of directors and the sole shareholder of MHF by resolution adopted March 31st, 1999. Adopted by shareholders of Aristar, on March 31st, 1999.

4. The merger and Plan of Merger, and performance of its terms, were duly authorized by all action required by the laws of the state of Delaware and in accordance with its charter.

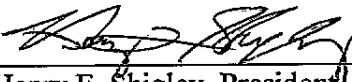
Dated this 31st day of March, 1999

ARISTAR, INC.

By: 
Craig V. Chapman, President

By: 
James R. Garner, Secretary

MAXWELL HOME FURNISHINGS, INC.

By: 
Henry F. Shigley, President

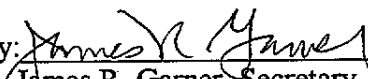
By: 
James R. Garner, Secretary

EXHIBIT "A"

PLAN OF MERGER

Plan of Merger made as of this 31st day of March, 1999, among Aristar, Inc., a Delaware corporation ("Aristar"), and Maxwell Home Furnishings, Inc. a Florida corporation ("MHF"). MHF is a wholly owned subsidiary of Aristar. This Plan of Merger is intended to constitute a "plan of liquidation" as that term is used in Section 332 of the Internal Revenue Code of 1986, as amended.

The boards of directors of Aristar and MHF have approved this Plan of Merger under which MHF shall be merged with and into Aristar. The Plan of Merger has been approved by the sole shareholder of MHF.

Aristar and MHF hereby agree as follows:

1. Merger. At and on the Effective Time of the Merger, MHF shall be merged with and into Aristar in accordance with the terms hereof. Aristar shall be the surviving corporation.
2. Effective Time. The effective time ("Effective Time") of this Merger shall be June 30, 1999.
3. Terms and Conditions of the Merger. At the Effective Time of the Merger, the shares of MHF shall not be converted into shares of Aristar, but shall be cancelled and the authorized capital stock of Aristar shall not be changed, but shall be and remain the same as before the merger.
4. Rights and Duties of the Surviving Corporation. At the Effective Time of the Merger, MHF shall be merged with and into Aristar, which shall be the surviving corporation and which shall continue to be a Delaware corporation. All assets, rights, privileges, powers, franchises and property (real, personal, mixed, tangible and intangible, choses in action, rights and credits) of MHF shall be automatically vested in Aristar as the surviving corporation by virtue of the Merger without any deed or other document of transfer. The surviving corporation, without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall hold and enjoy all of the properties, franchises and interests, including appointments, powers, designations, nominations and all other rights and interests as agent or other fiduciary in the same manner and to the same extent as such rights, franchises, interests, and other powers were held or enjoyed respectively by Aristar and MHF. The surviving corporation shall be responsible for all the liabilities of every kind and description of Aristar and MHF immediately prior to the Effective Time, including liabilities for all debts, obligations and contracts of the constituent corporations, whether matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books, accounts or records of either

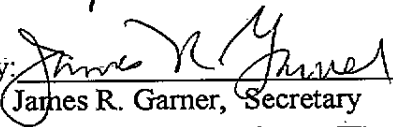
Aristar or MHF. All rights of creditors and other obligees and all liens on property of either Aristar or MHF shall be preserved and shall not be released or impaired.

5. Certificate of Incorporation and Bylaws. At and after the Effective Time of the Merger, the certificate of incorporation and bylaws of Aristar as in effect immediately prior to the Effective Time shall remain the certificate of incorporation and the bylaws of the surviving corporation until amended in accordance with law.

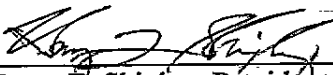
Dated as of March 31st, 1999.

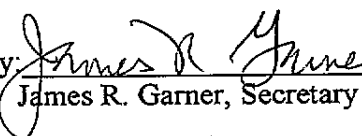
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